

INFORMATION / PLACEMENT MEMORANDUM DATED SEPTEMBER 18, 2021

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Name of the Issuer	Sundew Properties Limited
Corporate Identification Number of the Issuer	U70102TG2006PLC050883
Permanent Account Number of the Issuer	AAKCS1816K
Date of incorporation of the Issuer	August 11, 2006 (Registered as private limited company on August 11, 2006 under the Companies Act, 1956. Thereafter, pursuant to the conversion of the company from private limited to public limited, a fresh certificate of incorporation was issued on December 27, 2012)
Place of incorporation of the Issuer	Hyderabad
Registered Office of the Issuer	Mindspace Cyberabad, S. No. 64 (part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad- 500 081
Corporate Office of the Issuer	Raheja Tower, Plot No. C-30, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Telephone number of the Issuer	Phone: +91-40-6628 0000, Fax No. +91-40-6628 0065
Website of the Issuer	www.sundewproperties.com
E-mail of the Issuer	debt@sundewproperties.com

Compliance Officer of the Issuer	Ms. Saadiya Naidu, Company Secretary Phone:- +91 - 22 26564000 Email:- snaidu@kraheja.com Address: Raheja Tower, Plot No. C-30, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Company Secretary of the Issuer	Name: Ms. Saadiya Naidu

	Phone: +91 - 22 26564000 Address: Raheja Tower, Plot No. C-30, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Email: snaidu@kraheja.com
Chief Financial Officer of the Issuer	Ms. Swetha Jujjavarapu Phone: +91 - 40 66280105 Address: Mindspace Cyberabad, S. No. 64 (Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad- 500 081 Email: swetha.jujjavarapu@kraheja.com
Promoters of the Issuer	Name: Mindspace Business Parks REIT Phone: +91 - 22 26564000 Address: Raheja Tower, Level 8, Plot No. C-30, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Email: reitcompliance@mindspacereit.com

 Debt Trustee: Catalyst Trusteeship Ltd. (Formerly GDA Trusteeship Ltd.) SEBI Registration No. IND000000034 Address: Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098. Tel. No.: 022-49220555 Contact Person: Mr. Umesh Salvi, Business Head Website : www.catalysttrustee.com E-mail : umesh.salvi@ctltrustee.com	 Credit Rating Agency: CRISIL Ratings Limited Address: CRISIL House , Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400076 Tel: +91 22 3342 3000 Contact Person: Ms. Saina Kathawala Website : www.crisil.com E-mail: crisilratingdesk@crisil.com
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 Registrar and Transfer Agent: Link Intime India Private Limited SEBI Registration No. INR000004058 Address: 247 Park , C 101 1 st Floor , LBS Marg , Vikhroli (W) , Mumbai – 400 083 Tel: +91 22 49186000 Contact Person: Mr. Ganesh Jadhav Website : www.linkintime.co.in E-mail: debtca@linkintime.co.in

COMPANIES ACT, 2013 AND RULES THEREUNDER, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED FROM TIME TO TIME FOR THE ISSUE OF 4,000 (FOUR THOUSAND) SENIOR, LISTED, RATED, SECURED, NON-CUMULATIVE, TAXABLE, TRANSFERABLE, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF INR 1000,000 (RUPEES ONE MILLION) EACH, FOR AN AGGREGATE PRINCIPAL AMOUNT OF UP TO INR 4000,000,000/- (RUPEES FOUR THOUSAND MILLION ONLY) (THE “DEBENTURES”) ON A PRIVATE PLACEMENT BASIS (THE “ISSUE”).

The aggregate amount proposed to be raised through all the stages of offers of the Debentures made through the Information Memorandum: INR 4000,000,000 (Indian Rupees four thousand million only).

Issue Schedule:

Issue opening date	September 27, 2021
Issue closing date	September 27, 2021
Date of earliest closing of the Issue	Not applicable

Credit Rating: CRISIL Ratings Limited has assigned an indicative rating of “**CRISIL AAA/Stable**” (pronounced as “**CRISIL Triple A rating with stable outlook**”) to the Debentures. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigned rating agency and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agency has the right to suspend, withdraw the rating at any time on the basis of new information, etc.

Details of all the ratings obtained for the Issue: The rating letter and rating rationale (published on the website of the Credit Rating Agency) provided by the Credit Rating Agency has been provided in **Schedule II**.

Listing: The Debentures are proposed to be listed on the Wholesale Debt Market segment of BSE Limited.

Details about eligible investors: Eligible Investors shall include all persons eligible to invest in these Debentures as permitted under Applicable Laws including but not limited to the following:

- (a) resident individuals,
- (b) Hindu undivided family,
- (c) trust,
- (d) limited liability partnerships, partnership firm(s),
- (e) portfolio managers,
- (f) association of persons,
- (g) companies and bodies corporate including public sector undertakings,
- (h) commercial banks, regional rural banks, financial institutions and non-banking financial companies,
- (i) insurance companies,
- (j) mutual funds/ alternative investment fund (AIF),

in each case, in the manner as may be permitted under Applicable Laws.

Details of the debentures:

Coupon	6.1%
Coupon frequency	Quarterly Coupon payment, beginning from the end of first full quarter from the Deemed Date of Allotment i.e. December 31, 2021, with last coupon payment being the Scheduled Redemption Date
Scheduled Redemption Date	June 28, 2024
Redemption Amount	The principal amount of all the Debentures, the Coupon and the default interest, in accordance with the provisions of the Debenture Trust Deed
Details of Debenture Trustee	As specified above
Nature	Private placement
Issue size (Base issue)	INR 4000,000,000 (Indian Rupees four thousand million only) Green shoe option: Not applicable
Tranches	One

Details about underwriting of the issue including the amount undertaken to be underwritten by the underwriters: N.A.

This Information Memorandum is prepared in conformity with the EBP Guidelines.

Details pertaining to the uploading the Information Memorandum on the Electronic Book Provider Platform:

Date on which the EBP process shall be set-up: September 20, 2021

List of Documents to be submitted on the EBP platform:

- (i) the Information Memorandum;
- (ii) The rating letter and rating rationale (published on the website of the Credit Rating Agency) provided by the Credit Rating Agency;
- (iii) Consent letter from Debenture Trustee;
- (iv) In-principle approval from the Stock Exchange;
- (v) Board resolution and shareholder resolution for approving the Issue;
- (vi) Financial Statements and Financial Statements (Quarterly)

General Risk

Investment in non-convertible securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue including the risks involved. The securities have not been recommended or approved by the any regulatory authority in India, including the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'Risk Factors' given on page number 15. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase the Debentures.

Note: The Issuer reserves the right to change the Issue Schedule and in such an event, the Deemed Date of Allotment for the Debentures may also be revised by the Issuer at its sole and absolute discretion without giving any prior notice.

The said issue does not form part of non-equity regulatory capital as specified under Chapter V (*Issuance and Listing of Perpetual debt instruments, Perpetual non-cumulative preference shares and similar instruments*) of SEBI Debt Regulations.

The Issue shall be open for subscription during the banking hours on each day during the period covered by the Issue Schedule.

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DISCLAIMERS

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SOME NUMBERS ARE ROUNDED OFF IN THIS INFORMATION MEMORANDUM.

FORWARD LOOKING STATEMENTS

ALL STATEMENTS IN THIS INFORMATION MEMORANDUM THAT ARE NOT STATEMENTS OF HISTORICAL FACT CONSTITUTE “FORWARD LOOKING STATEMENTS”. ALL STATEMENTS REGARDING THE ISSUER’S EXPECTED FINANCIAL CONDITION AND RESULTS OF OPERATIONS, BUSINESS, PLANS AND PROSPECTS ARE FORWARD LOOKING STATEMENTS. THESE FORWARD LOOKING STATEMENTS AND ANY OTHER PROJECTIONS CONTAINED IN THIS INFORMATION MEMORANDUM (WHETHER MADE BY THE ISSUER OR ANY THIRD PARTY) ARE PREDICTIONS BASED ON THE PROJECTIONS ARISING PURSUANT TO THE LATEST AVAILABLE FINANCIAL INFORMATION WHICH HAVE BEEN DISCLOSED IN THE AUDITED FINANCIAL STATEMENTS. HOWEVER, NOTE THAT THESE PROJECTIONS MAY INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE THE ISSUER’S ACTUAL RESULTS, PERFORMANCE AND ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD LOOKING STATEMENTS OR OTHER PROJECTIONS. THE FORWARD LOOKING STATEMENTS, IF ANY, CONTAINED IN THIS INFORMATION MEMORANDUM ARE BASED ON THE BELIEFS OF THE MANAGEMENT OF THE ISSUER, AS WELL AS THE ASSUMPTIONS MADE BY AND INFORMATION AVAILABLE TO MANAGEMENT AS AT THE DATE OF THIS INFORMATION MEMORANDUM. THERE CAN BE NO ASSURANCE THAT THE EXPECTATIONS WILL PROVE TO BE CORRECT. THE ISSUER EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO RELEASE ANY UPDATED INFORMATION OR REVISIONS TO ANY FORWARD LOOKING STATEMENTS CONTAINED HEREIN TO REFLECT ANY CHANGES IN THE EXPECTATIONS OR ASSUMPTIONS WITH REGARD THERETO OR ANY CHANGE IN THE EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED. GIVEN THESE UNCERTAINTIES, RECIPIENTS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON SUCH FORWARD LOOKING STATEMENTS. ALL SUBSEQUENT WRITTEN AND ORAL

FORWARD LOOKING STATEMENTS ATTRIBUTABLE TO THE ISSUER ARE EXPRESSLY QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THESE CAUTIONARY STATEMENT.

THIS INFORMATION MEMORANDUM IS NOT INTENDED TO BE (AND SHOULD NOT BE USED AS) THE BASIS OF ANY CREDIT ANALYSIS OR OTHER EVALUATION AND SHOULD NOT BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER OR BY ANY OTHER PERSON WHO PARTICIPATES IN THE ISSUE OR ADVICE OF ANY SORT. IT IS UNDERSTOOD THAT EACH RECIPIENT OF THIS INFORMATION MEMORANDUM WILL PERFORM ITS OWN INDEPENDENT INVESTIGATION AND CREDIT ANALYSIS OF THE PROPOSED FINANCING AND THE BUSINESS, OPERATIONS, FINANCIAL CONDITION, PROSPECTS, CREDITWORTHINESS, STATUS AND AFFAIRS OF THE ISSUER, BASED ON SUCH INFORMATION AND INDEPENDENT INVESTIGATION AS IT DEEMS RELEVANT OR APPROPRIATE AND WITHOUT RELIANCE ON THIS INFORMATION MEMORANDUM.

YOU SHOULD CAREFULLY READ AND RETAIN THIS INFORMATION MEMORANDUM. HOWEVER, YOU ARE NOT TO CONSTRUE THE CONTENTS OF THIS INFORMATION MEMORANDUM AS INVESTMENT, LEGAL, ACCOUNTING, REGULATORY OR TAX ADVICE, AND YOU SHOULD CONSULT WITH YOUR OWN ADVISORS AS TO ALL LEGAL, ACCOUNTING, REGULATORY, TAX, FINANCIAL AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE DEBENTURES.

GLOSSARY

References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made under that provision.

Unless the context otherwise indicates or requires, the following terms used in this Information Memorandum shall have the meanings given below.

TERM	DESCRIPTION
ACL	Anbee Constructions LLP having a limited liability partnership identification number AAF-9712 and having its registered office at Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai - 400051.
APIIC	Andhra Pradesh Industrial Infrastructure Corporation Limited, a government company registered under the Companies Act and wholly owned by the Government of Andhra Pradesh, India. Consequent upon Telangana State Industrial Infrastructure Corporation Limited (“ TSIIC ”) (a Government of Telangana Undertaking) becoming a shareholder and member of the Issuer, K. Raheja IT Park (Hyderabad) Limited and Intime Properties Limited, the references to APIIC shall be substituted for TSIIC.
Accounts Agreement	The escrow account agreement dated on or about the date of the Debenture Trust Deed and executed among, <i>inter alia</i> , the Issuer, the Escrow Account Bank, and the Debenture Trustee, in relation to opening, operation and maintenance of the Escrow Account.
Applicable Law	Means any statute, national, state, provincial, local, municipal, foreign, international, multinational or other law, treaty, code, regulation, ordinance, rule, judgment, order, decree, bye-law, approval of any Governmental Authority, directive, guideline, policy, requirement or other governmental restriction, including but not limited to the SEZ Regulations, or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction over the matter in question, which is in effect as of the date of this Information Memorandum, the Deemed Date of Allotment or at any time thereafter as the context requires.
Asset Market	As defined in the disclosure titled “ <i>Experience / Overview of the business of the Promoter</i> ”
Bank Account (ICCL)	The clearing corporation bank account selected, and as disclosed below on page no. 68 (<i>Application Process</i>), by the Issuer, for the pay-in of funds towards the issue of Debentures on EBP.
Base Rent (psf per month)	$\frac{\text{Base Rentals for the specified period}}{\text{Occupied Area} * \text{monthly factor}}$
Base Rentals (₹)	Rental income contracted from the leasing of Occupied Area. It does not include fit-out rent, maintenance services

	income, car park income and others
Board of Approval	The board of approval constituted in accordance with the provisions contained in the Special Economic Zones Act, 2005.
CDSL	Central Depository Services (India) Limited
Committed Area	Completed Area which is unoccupied but for which letter of intent / agreement to lease have been signed
Companies Act	Companies Act, 2013 and shall include the rules, regulations, circulars and notifications issued thereunder and any other statutory amendment or re-enactment thereof.
Committed Occupancy (%)	(Occupied Area + Committed Area) <i>divided by</i> Completed Area
Completed Area (sf)	Leasable area for which occupancy certificate has been received; Completed Area comprises Occupied Area, Committed Area and Vacant Area
CTL	Cape Trading LLP having a limited liability partnership identification number AAF-9676 and having its registered office at Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai - 400051.
Debenture Holder(s)	Persons who are, for the time being and from time to time, the holders of the Debentures and whose names appear in the Register of Beneficial Owners in accordance with the Debenture Trust Deed.
Debenture Trust Deed	The debenture trust deed dated on or about the date of this Information Memorandum between the Issuer and the Debenture Trustee for the purposes of setting out the detailed terms and conditions of the Debentures.
Debenture Trustee Agreement	Debenture trustee agreement dated September 03, 2021 between the Issuer and the Debenture Trustee
Debenture Trustee	Trustee for the Debenture Holders of the Debentures, in this case being Catalyst Trusteeship Limited, a company incorporated under the provisions of the Companies Act, 1956 with corporate identification number U74999PN1997PLC110262 and having its registered office at GDA House, First Floor, Plot No. 85 S. No. 94 & 95, Bhusari Colony (Right), Kothrud Pune and acting through its office at Catalyst Trusteeship Limited, Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098.
Debentures	4000 (four thousand) senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures in the denomination of INR 1000,000 (Rupees one million only) each and which are non-convertible at all times comprising the debentures in the aggregate principal amount up to INR 4000,000,000 (Indian Rupees four thousand million only) constituted by, and issued under, the Debenture Trust Deed and this Information Memorandum and for the time being outstanding or, as the context may require, a specific number or principal amount of them.
Deed of Hypothecation	Deed of Hypothecation to be executed by the Issuer in favour of the Debenture Trustee in relation to the creation of a first

	ranking exclusive charge by way of hypothecation over the Hypothecated Properties on or about the date of the Debenture Trust Deed.
Deemed Date of Allotment	September 28, 2021
Depository	The NSDL and/or the CDSL, as the case may be.
Depository Participant/ DP	A participant as defined under the Depositories Act, 1996
Information Memorandum	This Information Memorandum for private placement of Debentures.
EBP	Electronic Book Building Platform of BSE.
EBP Guidelines	The Operational Framework read with the 'Operational Guidelines for issuance of Securities on Private Placement basis through an Electronic Book Mechanism' dated September 28, 2018, issued by BSE <i>vide</i> their notice no. 20180328-53 dated March 28, 2018 and updated on April 27, 2018, and any amendments thereto.
Eligible Investor(s)	<ul style="list-style-type: none"> • resident individuals, • Hindu undivided family, • trust, • limited liability partnerships, partnership firm(s), • portfolio managers, • association of persons, • companies and bodies corporate including public sector undertakings, • commercial banks, regional rural banks, financial institutions and non-banking financial companies, • insurance companies, • mutual funds/ alternative investment fund (AIF), and • any other investor eligible to invest in these Debentures in each case, as may be permitted under Applicable Law
Escrow Account	The escrow account opened and maintained by the Issuer with the Escrow Account Bank in accordance with the terms of the Accounts Agreement
Escrow Account Bank	ICICI Bank Limited with its branch office at Mumbai.
Financial Statements	The financial statements of the Issuer, which comprise the balance sheet as at March 31 2021, as at March 31, 2020 and as at March 31, 2019; the statement of profit and loss for the year ended March 31 2021, March 31, 2020 and March 31, 2019, and the cash flow statement for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019.
Financial Statements (Quarterly)	The unaudited special purpose condensed interim financial statements of the Issuer, which comprise special purpose condensed interim balance sheet as at June 30, 2021, special purpose condensed interim statement of profit and loss for the quarter ended June 30, 2021, and special purpose condensed interim statement of cash flow for the quarter ended June 30, 2021.
FY / Financial Year	The accounting year of the Obligors commencing each year on April 1st and ending on the following March 31st, or such other period as (i) may be prescribed by Applicable Law, or (ii) if not prescribed by Applicable Law, the relevant Obligor, with the consent of the Debenture Holders and the

	Debenture Trustee, from time to time designates as its accounting year.
Future Development Area(sf)	Leasable area of an asset that is planned for future development, as may be permissible under the relevant rules and regulations, subject to requisite approvals as may be required, and for which internal development plans are yet to be finalized and applications for requisite approvals required under law for commencement of construction are yet to be received
General Power of Attorney	General power of attorney issued by the Issuer in favour of the Debenture Trustee <i>inter alia</i> in relation to the Mortgaged Immoveable Properties, to be executed on or prior to the Deemed Date of Allotment, in the format agreed between the Debenture Trustee and the Issuer.
Governmental Authority	(a) government (central, state or otherwise) or sovereign state; (b) any governmental agency, semi-governmental or judicial or quasi-judicial or regulatory or supervisory or administrative entity, department or authority, court or tribunal or any political subdivision thereof; or (c) international organization, agency or authority; including, without limitation, any stock exchange or any self-regulatory organisation, established under any Applicable Law.
Gross Contracted Rentals (₹)	Gross Contracted Rentals is the sum of Base Rentals and fit-out rent invoiced from Occupied Area that is expected to be received from the tenants pursuant to the agreements entered into with them
Group (REIT)	Mindspace REIT and the Group SPVs.
Group SPVs	Collectively, - Avacado Properties and Trading (India) Private Limited - Gigaplex Estate Private Limited - Horizonview Properties Private Limited - KRC Infrastructure and Projects Private Limited - K. Raheja IT Park (Hyderabad) Limited - Intime Properties Limited - Mindspace Business Parks Private Limited - Sundew Properties Limited Being SPVs of Mindspace REIT (as on date) established in accordance with the REIT Regulations and other Applicable Laws.
Guarantee	Guarantee to be executed by Mindspace REIT and the Issuer in favour of the Debenture Trustee (for the benefit of Debenture Holders) on or about the date of the execution of the Debenture Trust Deed in relation to the Debentures.
Hypothecated Properties	All rights, title, interests, benefits, claims and demands whatsoever of the Issuer in: (a) the Escrow Account and the Subscription Account and all amounts standing to the credit of, or accrued or accruing on, the aforesaid accounts; (b) the

	identified receivables of the Issuer; (c) movable assets of the Issuer pertaining solely and exclusively to the Mortgaged Immoveable Properties, each as more particularly described in the Debenture Trust Deed and the Deed of Hypothecation. Together with any other moveable assets, rights, benefit and interest as more particularly described in the relevant Transaction Documents.
In-place Rent (psf per month)	Base Rent for a specified month
Investment Manager	K Raheja Corp Investment Managers LLP, a limited liability partnership registered under the Limited Liability Partnership Act, 2008 with LLP registration number AAM – 1179 and having its registered office at Raheja Tower, Level 8, Block ‘G’, C-30, Bandra Kurla Complex, Mumbai - 400 051, and unless repugnant to or inconsistent with the context or meaning thereof, the term shall be deemed to mean and include its successors and assigns.
Investor	An Eligible Investor investing in the Debentures.
Insurance Policies	All the insurance policies entered into from time to time by the Issuer in relation to the Mortgaged Immoveable Properties and “ Insurance Policy ” means each of them.
Insurance Proceeds	Any proceeds of any Insurance Policy received by the Issuer or the Debenture Trustee after the Effective Date attributable to the Mortgaged Immoveable Properties
Issue Closing Date	September 27, 2021
Issue Opening Date	September 27, 2021
Issuer	Sundew Properties Limited
K. Raheja Corp Group	The companies/entities in which Mr. Chandru L. Raheja and/or Mrs. Jyoti C. Raheja and /or Mr. Ravi C. Raheja and/or Mrs. Sumati R. Raheja and/or Mr. Neel C. Raheja and/or Mrs. Jaya N. Raheja and their lineal descendants, as shareholders/partners/beneficiaries, as the case may be, directly or indirectly, (on the basis of considering the shareholding/partnership/beneficial interest, in the shareholding company/entity and also in the ultimate shareholding company/entity) hold/considered to hold (as aforesaid) more than 50% (fifty per cent.) of the paid up the equity share capital or the voting rights or the partnership/beneficial interest thereto, as the case may be, and also collectively control the respective company/entity
Market Value	Market Value as determined by the Valuer as of March 31, 2021
Mindspace Madhapur	Collectively, Mindspace Madhapur (Intime), Mindspace Madhapur (KRIT) and Mindspace Madhapur (Sundew)
Mindspace Madhapur (Intime)	Completed and operational building nos. 5B, 6 and 9 situated at Mindspace, Madhapur, Hyderabad, Telangana, India
Mindspace Madhapur (KRIT)	Completed and operational building nos. 1A*, 1B*, 2A, 2B, 3A, 3B, 4A&B, 5A, 7, 8 and 10 and approximately 1.8 acres land for future development situated at Mindspace, Madhapur, Hyderabad, Telangana, India * The buildings are proposed to be redeveloped subject to

	necessary approvals under applicable laws
Mindspace Madhapur (Sundew) or Portfolio or Park	Completed and operational buildings nos. 11, 12A, 12B, 12C, 14, 20, and 12D and 22 (hotel) situated at Mindspace, Madhapur, Hyderabad, Telangana, India
Mindspace REIT	Mindspace Business Parks REIT
Mortgage Documents	Collectively the memorandum of entry and declaration issued by the director or any other authorised signatory of the Issuer and shall include any letter of authority and custody in relation to the deposit of title deeds to be executed in relation to <i>inter alia</i> the creation of a first ranking sole and exclusive mortgage and charge by way of an equitable mortgage over the Mortgaged Immoveable Properties in favour of the Debenture Trustee (for the benefit of the Debenture Holders) on or about the date of the execution of the Debenture Trust Deed.
Mortgaged Immoveable Properties	Such identified immoveable properties of the Issuer (owned by the Issuer and leased to third parties) to be mortgaged in favour of the Debenture Trustee, as set out in Schedule VII of this Information Memorandum together with such immoveable properties, rights, interest and benefits as more particularly identified in the relevant Transaction Documents.
NSDL	National Securities Depository Limited
Obligors	Issuer and Mindspace REIT
Occupancy (%)	Occupied Area/ Completed Area
Occupied Area (sf)	Completed Area for which lease agreements / leave and license agreements have been signed with tenants
Operational Framework	The framework issued by the SEBI pursuant to the circular bearing the reference number SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 on "Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper" to the extent applicable in respect of the private placement of debt securities, as amended, modified, or restated from time to time.
Pay In Date	September 28, 2021
Pre-Leased Area or Pre-Committed Area	Under Construction Area for which letter of intent / agreement to lease/ lease deed/ leave and license agreement has been entered into with prospective tenants
RBI	Reserve Bank of India.
REIT(s)	Real Estate Investment Trust
REIT Regulations	Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, including any amendment or modification thereto.
Registrar and Transfer Agent	Link Intime India Private Limited
SEBI	Securities and Exchange Board of India
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

SEZ	Special economic zones
SEZ Documents	Means the documents in relation to the Mortgaged Immoveable Properties listed in Schedule 9 (<i>SEZ Documents</i>) of Part A (<i>Statutory information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.
SEZ Regulations	Means the Special Economic Zones Act, 2005 read along with the Special Economic Zones Rules, 2006 and all circulars, notifications and directions issued thereunder as amended or modified from time to time including any notifications issued by the applicable development commissioner and/or the Board of Approval to which the Mortgaged Immoveable Properties are subject.
Security Documents	<ol style="list-style-type: none"> 1. Mortgage Documents 2. Deed of Hypothecation and the related power of attorney 3. Guarantee 4. General Power of Attorney 5. Special Power of Attorney, and 6. any other document executed by the Issuer / Mindspace REIT or any other person to secure all amounts owed by the Issuer / Mindspace REIT to the Debenture Holders under the Transaction Documents in relation to the Debentures and designated as a 'Security Document' by the Debenture Trustee and the Issuer and Mindspace REIT
Special Power of Attorney	Special power of attorney granted by the Issuer in favour of the Debenture Trustee <i>inter alia</i> in relation to the Mortgaged Immoveable Properties, to be executed on or prior to the Deemed Date of Allotment, in the format agreed between the Debenture Trustee and the Issuer.
Sponsor Group	With reference to Mindspace REIT, means Mr. Ravi C. Raheja, Mr. Neel C. Raheja, Mr. Chandru L Raheja, Mrs. Jyoti C. Raheja, Capstan Trading LLP, Casa Maria Properties LLP, Palm Shelter Estate Development LLP, Raghukool Estate Development LLP, Genext Hardware & Parks Pvt Ltd; K Raheja Corp Private Ltd and Mr. Chandru L Raheja for and on behalf of Ivory Property Trust, as on June 30, 2021 and shall include such Persons as supplemented, amended or modified from time to time.
Sponsors	Collectively, ACL and CTL, being Sponsors of Mindspace REIT
Stock Exchange / BSE	BSE Limited (formerly known as Bombay Stock Exchange)
Subordination Deed	Agreement to be executed <i>inter alia</i> between the Issuer, Mindspace REIT and the Debenture Trustee for the subordination of certain Financial Indebtedness availed or to be availed by the Issuer.
Subscription Account	Bank account of the Issuer into which the subscription monies will be transferred from the Bank Account (ICCL) on the completion of the Issue, bearing account number 777705001819 and opened in the name of the Issuer with the

	Subscription Account Bank.
Subscription Account Bank	ICICI Bank Limited
Tax	All forms of present and future taxes (including but not limited to indirect taxes such as goods and service tax, other state and local tax or other similar taxes), deductions, withholdings, duties, imposts, levies, cesses, fees, charges, social security contributions and rates imposed, levied, collected, withheld or assessed by any Governmental Authority or other taxing authority in India or elsewhere and any interest, additional taxation penalty, surcharge, cess or fine in connection therewith and “ Taxes ” shall be construed accordingly.
Total Leasable Area(sf)	Sum of Completed Area, Under Construction Area and Future Development Area
Transaction Security	The security created or to be created by the Issuer to secure the Debentures in accordance with the terms of, and as covered under, the Debenture Trust Deed and the Security Documents.
Under Construction Area(sf)	Leasable area for which occupancy certificate has not been received.
Vacant Area	Completed Area which is unoccupied and for which no letter of intent / lease agreement / leave and license agreement has been signed
WALE	Weighted Average Lease Expiry based on area. Calculated assuming tenants exercise all their renewal options post expiry of their initial commitment period

RISK FACTORS

The Issuer believes that the following factors may affect its ability to fulfil its obligations in relation to the Debentures. These risks may include, among others, business aspects, bond market, interest rate, market volatility and economic, political and regulatory risks and any combination of these and other risks. Eligible Investors should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in the Debentures. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

RISKS RELATING TO THE ISSUER AND ISSUE

Every business carries certain inherent risks and uncertainties that can affect its financial condition, results of operations and prospects. The management of the Issuer understands that risks can negatively impact the attainment of both short term operational and long term strategic goals.

The following factors have been considered for determining the materiality, of which:

- a) Some events may not be material individually but may be found material collectively.
- b) Some events may have material impact qualitatively instead of quantitatively.
- c) Some events may not be material at present but may have material impact in future.

The Issuer believes that these risk factors may affect its ability to fulfil its obligations under the Debentures issued under this Information Memorandum. All of these factors may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such event occurring.

The following are the risks envisaged by the management of the Issuer relating to the Issuer, the Debentures and the market in general. Potential investors should carefully consider all the risk factors in this Information Memorandum for evaluating the Issuer and its business and the Debentures before making any investment decision relating to the Debentures. Unless the context requires otherwise, the risk factors described below apply to the Issuer. The Issuer believes that the factors described below represent the principal risks inherent in investing in the Debentures, but does not represent that the statements below regarding the risks of holding the Debentures are exhaustive. The order of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Investors should also read the detailed information set out elsewhere in this Information Memorandum and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Issuer's business, financial conditions and results of operations could suffer and, therefore, the value of the Issuer's Debentures could decline and/or the Issuer's ability to meet its obligations in respect of the Debentures could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures such that the effect of a particular risk factor may not be predictable.

Please note that unless specified or quantified in the relevant risk factors, the Issuer is not in a position to quantify the financial or other implications of any risk mentioned herein below:

a. **Repayment of principal and coupon is subject to the credit risk of the Issuer.**

While, the repayment of sums due at maturity is provided by the Issuer, Investors should be aware that receipt of any coupon payment and principal amount at maturity on the Debentures or the relevant coupon payment date, as the case may be, is subject to the credit risk of the Issuer whereby the investor may or may not recover all or part of the principal amount and/or the coupon in case of default by the Issuer. The Investors assume the risk that the Issuer will

not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may be substantially reduced or delayed.

b. Security maybe insufficient to redeem the Debentures

The Debentures are proposed to be secured by the assets described in “Issue Details”. In the event that the Issuer is unable to meet its payment and other obligations towards potential investors under the terms of the Debentures, the Debenture Trustee may enforce the security. The potential investors’ recovery in relation to the Debentures will be *inter alia* subject to: (i) the market value of the underlying security; and (ii) finding a willing buyer for such security at a price sufficient to repay the amounts due and payable to the potential investors’ amounts outstanding under the Debentures.

The Mortgaged Immoveable Property is situated at Madhapur is located within SEZ. In terms of Rule 11 (9) of The Special Economic Zone Rules, 2006, a developer is not permitted to sell any land parcel situated within a SEZ without obtaining the prior consent of the relevant SEZ authorities. Therefore, any transfer of the aforesaid Mortgaged Immoveable Property including pursuant to any sale resulting from the enforcement of security interest to be created thereon, is subject to the above condition. Such approvals may never be made available or may delay the process of enforcement. The Issuer cannot provide any assurance on whether such approvals will be obtained.

c. Any downgrade in credit rating may affect the ability of the Issuer to redeem the Debentures

The Debentures offered through this Issue have been rated “CRISIL AAA/Stable” (pronounced as “CRISIL Triple A rating with stable outlook” by the Credit Rating Agency. Credit rating is merely an indicator of the perceived repayment capability of a company. Therefore, the Credit Rating of the Debentures may not bear any co-relation to the price of the Debentures. Further, the Credit Rating is subject to continuous scrutiny and revision. Any stated credit rating of the Issuer, having been conducted, reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Issuer. Any downgrading of the credit ratings of the Issuer, by any rating agency could result in a reduction in the value of the Debentures.

d. Issuer’s indebtedness and covenants imposed by its financing arrangements may restrict its ability to conduct its business or operations

Issuer may enter into financing arrangements from time to time which may require it to maintain certain security cover for some of its borrowings. Should there be any breach of financial or other covenants of any financing arrangements and such breach continues beyond the stipulated cure period (if any), the Issuer may be subjected to various consequences as a result of such default and default in payment of interest, default in redemption or repayment, non-creation of debenture redemption reserve, default in payment of penal interest of such borrowings. Further, under some of the financing arrangements, the Issuer may be required to inform / obtain prior approval of the lenders / debentures holders / debenture trustee for various actions. No prior consent is required from existing lenders of the Issuer for the issuance of Debentures or creation of security to secure the Debentures, as on the date of this Information Memorandum.

e. Changes in regulations / tax laws to which the Issuer is subject could impair the Issuer’s ability to meet payments or other obligations.

The Issuer is subject generally to changes in Indian law and/or tax laws, as well as to changes in government regulations by applicable regulators in India and policies and accounting

principles. Any changes in the regulatory framework could adversely affect the profitability of the Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

f. **Trading in the Issuer's non-convertible debentures and bonds may be infrequent, limited or sporadic, which may affect its ability to raise debt financing in future**

The Issuer's bonds and non-convertible debentures are listed on the debt segment of the BSE and National Stock Exchange. Trading in its debt securities has been limited and the Issuer cannot assure you that the debt securities will be frequently traded on the BSE or National Stock Exchange or that there would be any market for its debt securities. Further, the Issuer cannot predict if and to what extent a secondary market may develop for the debt securities or at what price such debt securities will trade in the secondary market or whether such market will be liquid or illiquid.

g. **Refusal of listing of any security of the Issuer during last three years by any of the stock exchanges in India or abroad**

As on date, there is no refusal of listing of any security of the Issuer during the last 3 (three) years by any of the stock exchanges in India or abroad. Certain debt securities that may be issued by the Issuer in future may be listed on the designated stock exchange(s). If these securities are delisted from the designated stock exchange(s) for any reason whatsoever, the same may be in breach of certain covenants contained in the documents pertaining to such debt securities, leading to a default under such debt securities. Such default may trigger cross-default provisions or mandatory redemption provisions under the Debentures and the Issuer may be subjected to various consequences because of such default.

h. **Tax Considerations and Legal Considerations**

Special tax considerations and legal considerations may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of this investment.

i. **Accounting Considerations**

Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.

j. **General risk factors**

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. Investors are advised to take an informed decision and read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer, this Information Memorandum issued in pursuance hereof and the Issue including the risks involved. The Issue has not been recommended or approved by SEBI, BSE or RBI nor does SEBI, BSE or RBI guarantee the accuracy or adequacy of this Information Memorandum.

k. **Risks to Issuer's Business**

This section should be read together with "Overview" and "Management's perception of Risk Factors" as well as the Financial Statements and Financial Statements (Quarterly) of the Issuer including the notes thereto, and other financial information included elsewhere or referred or

extracted in this Information Memorandum. Note that the Financial Statements (Quarterly) are the limited review unaudited financial statements of the Issuer, which comprise the balance sheet as at quarter ended June 30, 2021, the statement of profit and loss for the quarter ended June 30, 2021, and the cash flow statement for the quarter ended June 30, 2021. The risks and uncertainties described below are not the only risks that the Issuer currently faces. Additional risks and uncertainties not presently known to the Issuer, or that the Issuer currently believes to be immaterial, may also adversely affect the Issuer's business, prospects, financial condition and results of operations and cash flow.

Without limiting or restricting the effect of the above, risks to Issuer's business includes the following:

- i. Its ability to raise additional funds as well as limit its ability to make investments may be impacted due to being an asset special purpose vehicle of Mindspace REIT and consequent restrictions under the REIT Regulations.
- ii. COVID-19 has caused a material decline in general business activity and demand for real estate transactions, and if this persists, it may adversely affect its ability to execute its growth strategies, including identifying and completing acquisitions and expanding into new markets.

Factors related to the COVID-19 pandemic, or a future pandemic, that could have an adverse impact on its financial condition, results of operations and cash flows, primarily include:

- a. a complete or partial closure of, or other operational issues at, one or more of its properties;
 - b. tenants' inability to pay rent on their leases, in part or full or its inability to re-lease space that is or becomes vacant;
 - c. slowdown in getting lease commitments for new spaces;
 - d. any impairment in value of its properties;
 - e. an increase in operational costs; and
 - f. the extent of construction delays on its under-construction properties due to work-stoppage orders, disruptions in the supply of materials, shortage of labour, delays in inspections, or other factors
- iii. Real estate markets are cyclical in nature, and a recession, slowdown or downturn in the real estate market as well as in specific sectors, such as technology, where its tenants are concentrated, increase in property taxes, changes in development regulations and zoning laws, availability of financing, rising interest rates, increasing competition, adverse changes in the financial condition of its tenants, increased operating costs, disruptions in amenities and public infrastructure and outbreaks of infectious disease such as COVID-19, among others, may lead to a decline in demand for its Portfolio/Park, which may adversely affect its business, results of operations and financial condition.
 - iv. A significant portion of its revenues are derived from a limited number of tenants. Any conditions that impact these tenants could adversely affect its business, results of operations and financial condition.
 - v. The Issuer may be unable to renew leases or license arrangements, lease or license

vacant area or re-lease or re-license area on favorable terms or at all, which could adversely affect its business, results of operations and cash flows.

- vi. The actual rents the Issuer receives for the Portfolio/ the Park may be less than estimated market rents for future leasing, which could adversely affect its business, results of operations and cash flows.
- vii. The Issuer has certain contingent liabilities, which if they materialize, may adversely affect its results of operations, financial condition and cash flows. For details, see Notes to accounts- Contingent Liabilities and Capital Commitments of Financial Statements.
- viii. Any appeal against the order of the Karnataka High Court quashing the list of disqualified directors issued by the Ministry of Corporate Affairs may affect the ability of Mr. Ravi C. Raheja and Mr. Neel C. Raheja to continue as directors of the Issuer, which may have an adverse effect on the business and reputation of the Issuer.
- ix. There are outstanding litigations, title irregularities and regulatory actions against the Issuer, which may adversely affect its business, results of operations and cash flows. There are no outstanding litigations against Mindspace REIT as further specified in Part XVI titled “Any litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the circulation of this Information Memorandum against the promoter of the Issuer” of the section titled “*Disclosures (in accordance with SEBI Debt Regulations)*”.
- x. The business of the Issuer and results of operations are subject to compliances with various laws, and any non-compliances may adversely affect its business and results of operations.
- xi. Non-compliance with, and changes in, environmental, health and safety laws and regulations could adversely affect the development of the properties and financial condition of the Issuer.
- xii. Any delay, failure or inability on part of the Issuer to obtain, maintain or renew all regulatory approvals that are required for its business, may adversely impact the Issuer’s development and business.
- xiii. The Issuer is exposed to a variety of risks associated with safety, security and crisis management.
- xiv. Inability to access infrastructure, certain logistical challenges in new markets and its relative inexperience with newer markets, may prevent the Issuer from expanding its presence in new markets in India which may adversely affect its business, results of operations and cash flows.
- xv. The Issuer has entered into and may enter into several related party transactions, which could involve conflicts of interest. The Issuer may face conflicts of interests in choosing its service providers, and certain service providers may provide services to the Issuer on more favorable terms than those applicable to the Issuer.
- xvi. Some of its buildings in the Portfolio/Park are located on land notified as SEZ and the Issuer is required to comply with the SEZ Act, 2005 and the rules made thereunder. The income tax benefits available to SEZ developers have been withdrawn for the SEZs which have commenced development after March 31, 2017, while for their tenants/units, income tax benefits are available on income earned by them on account of the exports from the SEZs, provided they commence operations in the SEZs on or before March 31, 2021, if necessary approvals have been received by March 31, 2020.

This may result in the Issuer becoming less attractive for tenants in the future.

- xvii. The Issuer is required to lease units to such tenants who have a valid letter of approval from the SEZ authorities. The Issuer cannot assure you that letters of approval for all existing tenants have been obtained, or that the Issuer will receive such approvals in the future for new tenants. Further, such letters of approvals expire in the ordinary course of business and are subject to periodic renewals. The Issuer cannot assure you that such letters of approvals will be received or renewed in a timely manner or at all. The Issuer could be deemed to be in breach of terms of its SEZ approvals for leasing units to tenants who do not have a valid approval.
- xviii. SEZs are subject to restrictions and conditions prescribed by the Ministry of Commerce and Industry from time to time including restrictions on transfers of land and changes in shareholding. Failure to comply with the relevant restrictions and conditions could result in denotification of the SEZ status of the underlying land and/or imposition of penalties which could adversely affect its business and financial conditions.
- xix. Due to various regulatory and other restrictions, the Issuer may not be able to successfully meet financing requirements for refurbishments, renovation and improvements beyond its current estimates. Its inability to raise adequate finances may adversely affect its business, results of operations and cash flows.
- xx. Liquidity in the credit market has been constrained due to market disruptions, including due to the COVID-19 pandemic, which may make it costly to obtain new lines of credit or refinance their existing debt and the Issuer may not be able to refinance its existing indebtedness or to obtain additional financing on attractive terms. Further, adverse economic conditions could negatively affect commercial real estate fundamentals and result in lower occupancy, lower rental rates and declining values in its Portfolio/Park and in the collateral securing any loan investments the Issuer may make.
- xxi. Its ability to make distributions to the shareholders could be adversely affected if expenses increase due to various factors. Also, any adverse tax changes or withdrawal of tax benefits may adversely affect its financial condition and results of operation.
- xxii. Any maintenance or refurbishment of its Park may result in disruption of operations and it may not be possible to collect the full or any rental income on area affected by such renovations and refurbishment of its assets.
- xxiii. The Issuer may be subject to certain restrictive covenants under the financing agreements, entered or to be entered into with various lenders or investors, from time to time, include or could include, among others, obtaining prior consent of the lenders (i) for change in the capital structure, (ii) for amendment of constitutional documents, (iii) for declaration of dividends/ distribution of profits in case of defaults, (iv) for incurring further indebtedness against the security provided, and (v) for providing surety or guarantee to any third party. These or other limitations may adversely affect its flexibility and its ability to make distributions to its shareholders.
- xxiv. The Issuer is not fully insured against some business risks and the occurrence of accidents that cause losses in excess of limits specified under its policies, or losses arising from events not covered by its insurance policies, such as damage caused to its property and equipment due to war, which could adversely affect its business and results of operations. While the Issuer does believe that it has the industry standard insurance for its Portfolio/Park, if a fire or natural disaster substantially damages or destroys some or all of its assets in the Portfolio/Park, the proceeds of any insurance claim may be insufficient to cover any expenses faced by the Issuer, including rebuilding costs.

- xxv. Security and IT risks may disrupt its business, result in losses or limit its growth.
- xxvi. In connection with its business, the Issuer may enter into collaboration or similar arrangements with respect to the Issuer. Such arrangements could require the Issuer to comply with conditions relating to management and operation of such properties. Any failure by the Issuer to comply with such conditions may have an adverse effect on its operations.
- xxvii. Any disagreements with its collaborators or joint venture partners or any delay or failure to satisfy the terms and conditions set-out in the binding agreements with such collaborators or the joint-venture partners, may adversely impact its business and operations.
- xxviii. The Issuer and Mindspace REIT do not own the trademarks or logos for “Mindspace”, “Mindspace Business Parks”, “K Raheja Corp”. These trademarks and logos are licensed to Mindspace REIT and the Issuer by the Sponsors or Sponsor Group or K Raheja Corp group entities who are either the registered owners of these trademarks and logos or have made applications for registered ownership. The inability of the Issuer and / or Mindspace REIT to use or protect these intellectual property rights may have an adverse effect on their business and results of operations.
- xxix. Lease deeds, leave and license agreements and service agreements with some of its tenants are not adequately stamped or registered, and consequently, the Issuer may be unable to successfully litigate over such deeds and documents in the future and penalties may be imposed on the Issuer.
- xxx. The land underlying the Park may be subject to acquisition by the government and compensation in lieu of such acquisition may be inadequate. Additionally, the Issuer may be subject to conditions of use or transfer of land wherever such land is subject to orders under the Urban Land (Ceiling and Regulation) Act, 1976.
- xxxi. The Issuer seeks to protect its computer systems and network infrastructure from physical break-ins as well as fraud and system failures. Computer break-ins and power and communication disruptions could affect the security of information stored in and transmitted through its computer systems and network infrastructure. A significant failure of security measures or operational procedures could have a material adverse effect on its business and its future financial performance. Although the Issuer does take adequate measures to safeguard against system-related and other frauds, there can be no assurance that it would be able to prevent frauds. The Issuer is exposed to many types of operational risks, including the risk of fraud or other misconduct by employees and unauthorized transactions by employees.
- xxxii. Its title to the land where the Park is located may be subject to legal uncertainties and defects, which may interfere with its ownership of the assets and result in the Issuer incurring costs to remedy and cure such defects. Any failure or inability to cure such defects may adversely affect the Portfolio of the Issuer including the rentals.
- xxxiii. **The dependence of the Issuer on rental income may adversely affect its profitability, its ability to meet debt and other financial obligations**

The Issuer’s total income primarily comprises of income from facility rentals in its Portfolio/Park. As a result, its performance depends on its ability to collect rent from its tenants in a timely manner. Its income and cash flows would be adversely affected if a significant number of its tenants, or any of its large tenants, among other things, (i) delay lease commencements, (ii) do not extend or renew leases, leave and license agreements, upon expiration, (iii) fail to make rental payments on time or at all, (iv)

prematurely terminate the lease, leave and license agreement, without cause (including termination during the lock-in period), or (v) declare bankruptcy. Any of these actions could result in the termination of the lease, leave and license agreement and the loss of rental income. The Issuer cannot assure you that it will be able to re-lease such area on commercially advantageous term or at all. The possibility of loss of rental income from a number of its tenants and its inability to replace such tenants may adversely affect its profitability and its ability to meet its financial obligations.

In addition, in a few instances, the Issuer enters into lease or leave and license agreements wherein it is required to undertake certain fit out and interior works in, or obtain occupancy certificates for, the premises prior to handing over the premises to tenants. Such works also include setting up infrastructure for providing power and power back up, air conditioning, sanitary facilities and fire protection services. In the event of any delay in completion of such works or obtaining occupancy certificates, the Issuer is required to provide rent-free days to tenants for such delay, which could adversely affect its revenues. The tenants also have a right to terminate the arrangement in case such delays exceed the agreed timelines. Any such instances may affect the Issuer's business, results of operations and cash flows.

xxxiv. **The Issuer may be unable to renew leases or license arrangements, lease or license vacant area or re-lease or re-license area on favorable terms or at all, which could adversely affect its business, results of operations and cash flows.**

As part of its lease or leave and license agreements, the tenants are generally required to furnish security, utility or maintenance deposit. The expiry or termination of such agreements require the Issuer to refund any deposits to the tenants, which could temporarily impact its liquidity. Further, any default by a tenant prior to the expiry of a lease or license arrangement may result in deductions in or forfeiture of its security deposit. As a consequence, issues may arise with its tenants in relation to the quantum of deductions or forfeiture of the security deposits, which may result in its tenants refraining from handing over possession of the property to the Issuer. Legal disputes, if filed by the Issuer in this regard, may take several years to resolve and involve considerable expense if they become the subject of court proceedings and their outcome may be uncertain.

Further, the renewal process of lease or license arrangements with existing tenants may involve delay in execution and registration of such agreements resulting in its tenants being in possession of units in its Portfolio/Park without enforceable legal documents. Further, the Issuer may be subject to dispute or litigation on account of non-compliance with the terms of the lease or license arrangements with its lessees or licensees which may have a negative impact on its reputation and operations.

The Issuer also generally enter into pre-committed lease or license arrangements with prospective tenants and any changes to or delay in execution or non-execution of the final lease agreements or leave and license agreements may adversely affect its business, results of operations and cash flows. Further, as per the terms of some of the lease or leave and license agreements, the Issuer cannot lease or license floors in the same premises to the competitors of the tenants. As a result, if vacancies continue for a longer period than the Issuer expects, it would have an adverse effect on its financial condition.

xxxv. **The actual rents the Issuer receives for the properties in its Portfolio/Park may be less than estimated market rents for future leasing, which could adversely affect its business, results of operations and cash flows.**

Due to a variety of factors, including competitive pricing pressure in its markets,

changing market dynamics including demand supply, a general economic downturn and the desirability of the Park compared to other properties in its markets, the Issuer may be unable to realize its estimated market rents in its Portfolio/Park at the time of future leasing. If the Issuer is unable to obtain competitive rental rates across its Portfolio/Park, it could adversely affect its business, results of operations and cash flows.

- xxxvi. **Upon any dissolution or winding up of Mindspace REIT, the Guarantee may be subject to any secured obligations undertaken by Mindspace REIT to the extent of the assets serving as security for such obligations.**

The Guarantee will be issued by Mindspace REIT in relation to the discharge of the Debt.

However, note that in the event of bankruptcy, liquidation, reorganization or other winding up, the assets that secure any of indebtedness of Mindspace REIT will be available to pay obligations under the Guarantee only after all debt secured by those assets has been repaid in full. If there are not sufficient assets remaining to pay all the creditors of Mindspace REIT, all or a portion of the obligations under the Guarantee then outstanding may remain unpaid and outstanding.

- xxxvii. **The failure of the Issuer to (or to take reasonable or best efforts to) properly create, perfect and register the Transaction Security or maintain the requisite security cover could result in an event of default under the Debentures, and could impair the ability of the holders of the Debentures to seek repayment.**

Under the terms of the Debentures, the Issuer will be obligated to (or to take reasonable or best efforts to) create, perfect and register the Transaction Security, no later than the timelines agreed between the Issuer and the Eligible Investors in accordance with the provisions of the Debenture Trust Deed and maintain a requisite security cover.

The creation, perfection and registration of the Transaction Security (including any guarantee) may be subject to various consents, approvals and authorizations from governmental authorities, counter parties and existing lenders, if any and such consents, approvals or authorizations may not be forthcoming or any such consent, once received, may impose onerous conditions. However, note that no prior consent of any third party, including any lender, is required for the creation and perfection of the Transaction Security, as on the date of this Information Memorandum. There can be no assurance that the Debentures Trustees appointed in relation to the Debentures or the Issuer shall be able to obtain such authorizations or if obtained, comply with conditions of such authorisations. If the Issuer fails to (or to take reasonable or best efforts to) create, perfect and register the Transaction Security, or maintain the requisite security cover (in accordance with the provisions of the Debenture Trust Deed), an Event of Default (as specified in the Debenture Trust Deed) will occur under the Debentures, and the Debenture Trustee may accelerate the Debentures and enforce the security interest over any Transaction Security for which a security interest has been created and perfected, pursuant to such acceleration. In such circumstances, the Issuer may not have sufficient resources to repay the Debentures, in full or at all. Moreover, any claim of the Debenture Trustee(s) in a bankruptcy or similar proceeding would be unsecured to the extent that the Issuer has failed to (or to take reasonable or best efforts to) create, perfect and register the Transaction Security, which could limit any recovery the Debenture Holders receive in any such proceeding.

Further, each of the Debentures constitute direct, unconditional and unsubordinated obligations of the Issuer which will, within the agreed timelines as further described in the Debenture Trust Deed, be secured pursuant to or as evidenced by the Security

Documents. The Debentures will be effectively subordinated to any other secured indebtedness of the Issuer, to the extent of the value of the assets over which the holders of the Debentures do not have security, securing that other indebtedness. Given that the Guarantee issued by Mindspace REIT is unsecured, in the event of a bankruptcy, liquidation, revocation, reorganization or other winding up (as may be applicable) of Mindspace REIT, its assets that secure its senior secured indebtedness will be available to pay obligations on the Guarantee only after all senior secured indebtedness, together with accrued interest, has been repaid. If the Issuer is unable to repay its secured indebtedness, the lenders could foreclose on substantially all of its assets which serve as collateral. In this event, the senior secured lenders would be entitled to be repaid in full from the proceeds of the liquidation of those assets before those assets would be available for distribution to other creditors, including the holders of the Debentures. The holders of the Debentures will participate in the proceeds of the liquidation of the remaining assets of such Issuer, rateably with holders of its secured indebtedness that is deemed to be of the same class as the Debentures.

Furthermore, while the security cover of the Debentures is proposed to be 2x (in accordance with the terms of this Information Memorandum, further detailed in the section titled “**Summary of Terms**”), it is the duty of the Debenture Trustee to monitor that the security is maintained. However, the recovery of 100% of the amount corresponding to the Debentures shall depend on the market scenario prevalent at the time of enforcement of the Transaction Security.

xxxviii. **The Issuer may be adversely affected if it is unable to obtain, maintain or renew all regulatory approvals that are required for its business.**

The Issuer requires various approvals, licenses, registrations and permissions from the government, local bodies and other regulators, for operating its business. A number of its approvals are subject to terms and conditions and a failure to comply with these terms and conditions may result in an interruption of its business operations, which may have an adverse effect on its business operations, future financial performance. The Issuer may not have obtained certain approvals and some of its approvals may have expired in the ordinary course. The Issuer may have applied, or is in the process of renewing some of these approvals. However, due to the COVID-19 pandemic and the lockdown restrictions, the Issuer may not be able to make such applications for approvals or receive certain approvals, in time, which could result in non-compliance. Such non-compliance may further lead to investigation or action by the government, or imposition of fines on the Issuer.

1. The Issuer’s business is subject to various covenants and local laws and regulatory requirements, including permitting, licensing and zoning requirements. Local regulations, including municipal or local ordinances, restrictions and restrictive covenants imposed by community developers may restrict the use of its assets and may require it to obtain approval from local officials or community standards organizations at any time with respect to its assets. Additionally, such local regulations may cause the Issuer to incur additional costs to renovate or maintain its properties in accordance with the particular rules and regulations. The Issuer cannot assure the investors that existing regulatory policies or any changes to such policies will not adversely affect it or the timing or cost of any future acquisitions, or that additional regulations will not be adopted that would increase such delays or result in additional costs.

m. **COVID-19 Pandemic**

In the first half of 2020, the infection traced to a novel strain of coronavirus (known as COVID-19) spread to a majority of countries across the world. On January 30, 2020, the World Health Organization declared the COVID-19 outbreak a “Public Health Emergency of International Concern” and on March 11, 2020 it was declared a pandemic. The COVID-19 pandemic and

preventative or protective actions that governmental authorities around the world have taken to counter the effects of COVID-19, including lockdown of business and commercial operations, social distancing, office closures, travel restrictions and the imposition of quarantines, have resulted in a period of economic downturn and business disruption, including restrictions on business activities and the movement of people comprising a significant portion of the world's population, including India.

On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown from March 25, 2020 onwards. The lockdown remains in force in few cities, with limited relaxations being granted for movement of goods and people in other places. Since all of its business and operations are located in India, the COVID-19 pandemic affects its operations due to majority of its tenants limiting their operating staff and hours while others opting to work from home, interruption in construction activities due to the government directives to contain the spread of COVID-19, negative impact on the business and financial condition of some of its tenants and their ability to pay rent. While the Issuer did not face significant disruptions in its operations from COVID-19 until the financial year ended March 31, 2020, the Issuer collected more than 99% of its Gross Contracted Rentals for the financial year ended March 31, 2021 and quarter ended June 30, 2021. The properties of the Issuer were not fully occupied by the tenants for the quarter ended June 30, 2021. However, the Issuer maintained and managed its properties throughout the lockdown to ensure business continuity and safety of its tenants. As of June 30, 2021, Committed Occupancy of its Portfolio was 91.3% and In-place Rent across its Portfolio was ₹53.6 psf. As on June 30, 2021, less than 1.0% of its Gross Contracted Rentals were attributable to industries severely impacted by COVID-19 including education, entertainment and events, food and beverage and hospitality. Further, the Issuer continues to enter into commitments with potential tenants for securing pre-leasing as well as lease-up of vacant space in its assets. During the quarter ended June 30, 2021, it has leased approximately 0.17 msf of area. Also, it has not availed any deferments or moratoriums with respect to any of its financial commitments. However, the complete extent of pandemic's impact on its business and operations for the fiscal year 2022 is currently uncertain and its effect on its business and operations in the medium to long term will depend on future developments, including the scope, severity and duration of the pandemic, the actions to contain COVID-19, and the direct and indirect economics of the pandemic and containment measures, among others.

n. **Force Majeure Risks**

The business and result of operations of the Issuer or Mindspace REIT may be impacted by any circumstance or an event which is beyond the reasonable control and anticipation of the Issuer, Mindspace REIT and/or the Debenture Holders including any event of war, aggression, incursion, terrorism, earthquakes, hurricanes, cyclones, fires, acts of government, labour strikes, plagues, pandemics, epidemics, acts of God or any other circumstance pursuant to which the performance of its obligations under the Debentures becomes illegal or impractical in whole or in part for any reason.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Issuer and the Issue which is material in the context of the Issue, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.

DISCLOSURES (IN ACCORDANCE WITH SEBI DEBT REGULATIONS)

I. Details of promoters of the Issuer

Name of the Promoter	Mindspace Business Parks REIT
Date of birth	Not applicable
Age	Not applicable
Personal address	Not applicable
Educational Qualifications	Not applicable
Experience in the business or employment	Not applicable
Positions / posts held in the past	Not applicable
Directorships held	Not applicable
Photograph	Not applicable
Principal place of business	Raheja Tower, Level 8, Block 'G', Plot No C-30, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051
Corporate office of the Promoter	Raheja Tower, Level 8, Block 'G', Plot No C-30, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051
Website	www.mindspacereit.com
Other ventures of the Promoter	Not applicable. All ventures and businesses of the Promoter have been specified in the disclosure titled " <i>Experience / Overview of the business of the Promoter</i> " below
Experience / Overview of the business of the Promoter	Mindspace REIT owns office portfolios located in four key office markets of India, namely Mumbai Region, Pune, Hyderabad, and Chennai. It has a total leasable area of 31.2 msf and is one of the largest Grade-A office portfolios in India. The portfolio consists of 5 integrated business parks and 5 independent office assets. It has a tenant base of over 165 tenants as of 30 June 2021.
Special achievements of the Promoter	Most of the buildings (36) in the portfolio are either Gold or Platinum Green Building Certified (IGBC/LEED), including pre-certified buildings. Four parks of Mindspace REIT have been awarded five-star ratings by British Safety Council.
Business and financial activities of the Promoter	To carry on the activity of a real estate investment trust, as permissible under the REIT Regulations, to raise funds through Mindspace REIT, to make Investments in accordance with the REIT Regulations and the Investment Strategy and to carry on the activities as may be required for operating the Mindspace REIT, including incidental and ancillary matters thereto.
Permanent Account Number	AAGTM5757Q

Details of credit rating along with reference to the rating letter issued (not older than one month on the date of the opening the issue) by the Credit Rating Agency in relation to the

Issue.

CRISIL Ratings Limited has assigned an indicative rating of “**CRISIL AAA/Stable**” (pronounced as “**CRISIL Triple A rating with stable outlook**”) to the Debentures by way of credit rating letter dated August 25, 2021 assigning credit rating for the Debentures from the Credit Rating Agency, which was further revalidated on September 16, 2021.

The rating letter with the detailed rating rationale(s) adopted (not older than one year on the date of opening of the issue) of the Credit Rating Agency (as published on the website of the Credit Rating Agency) have been appended as **Schedule II**.


II. Name(s) of the stock exchange(s) where the Debentures are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s).

Name of the stock exchange (Stock Exchange)	BSE Limited (formerly known as Bombay Stock Exchange)
Details of in-principle approval obtained from BSE	The Issuer has obtained an ‘in-principle’ approval from the Stock Exchange for listing of the Debentures <i>vide</i> letter / e-mail communication dated September 8, 2021.
Details of recovery expense fund	The Issuer shall set up a recovery expense fund for an amount equal to 0.01% of the Issue with the Stock Exchange, in accordance with the provisions of the Applicable Law, including but not limited to the SEBI circular dated October 22, 2020. The recovery expense fund shall be utilised for meeting the expenses incurred by the Debenture Trustee with respect to enforcement of security and recovery of all outstanding amounts with respect to the Debentures.


III. Issue Schedule

Issue opening date	September 27, 2021
Issue closing date	September 27, 2021
Pay In date	September 28, 2021
Deemed date of allotment	September 28, 2021

IV. Details of the following parties pertaining to the Issue:

Debenture Trustee	 <p>Name: Catalyst Trusteeship Ltd. (Formerly GDA Trusteeship Ltd.) Address: Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098. Tel. No.: 022-49220555 Contact Person: Mr. Umesh Salvi, Business Head</p>
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	<p>Website : www.catalysttrustee.com E-mail : umesh.salvi@ctltrustee.com</p>
<p>Credit Rating Agency</p>	<p style="text-align: center;"> <small>An S&P Global Company</small></p> <p>Name: CRISIL Ratings Limited Address: CRISIL House , Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400076 Tel: +91 22 3342 3000 Contact Person: Ms. Saina Kathawala Website : www.crisil.com E-mail: crisilratingdesk@crisil.com</p>
<p>Registrar and Transfer agent</p>	<p style="text-align: center;"></p> <p>Name: Link Intime India Private Limited Address: 247 Park , C 101 1st Floor , LBS Marg , Vikhroli (W), Mumbai – 400 083 Tel: +91 22 49186000 Contact Person: Mr. Ganesh Jadhav Website : www.linkintime.co.in E-mail: debtca@linkintime.co.in</p>
<p>Statutory auditors of the Issuer</p>	<p style="text-align: center;"><i>Logo of the auditor: NA</i></p> <p>Name: Deloitte Haskins & Sells, LLP Address: One International Centre, Tower 3, 27th-32nd Floor, Senapati Bapat Marg, Elphinstone Mill Compound, Elphinstone (W), Mumbai - 400 013 Tel: +91 22 6245 1130 Contact Person: Anjum A. Qazi E-mail: analtaf@deloitte.com</p>
<p>Legal counsel(s) to the Issuer</p>	<p style="text-align: center;"></p> <p>Name: Shardul Amarchand Mangaldas & Co. Address: Amarchand Towers, 216 Okhla Industrial Estate, Phase III, New Delhi - 110 020, India Tel: +91 11 41590700, 40606060 Website : www.amsshardul.com</p>

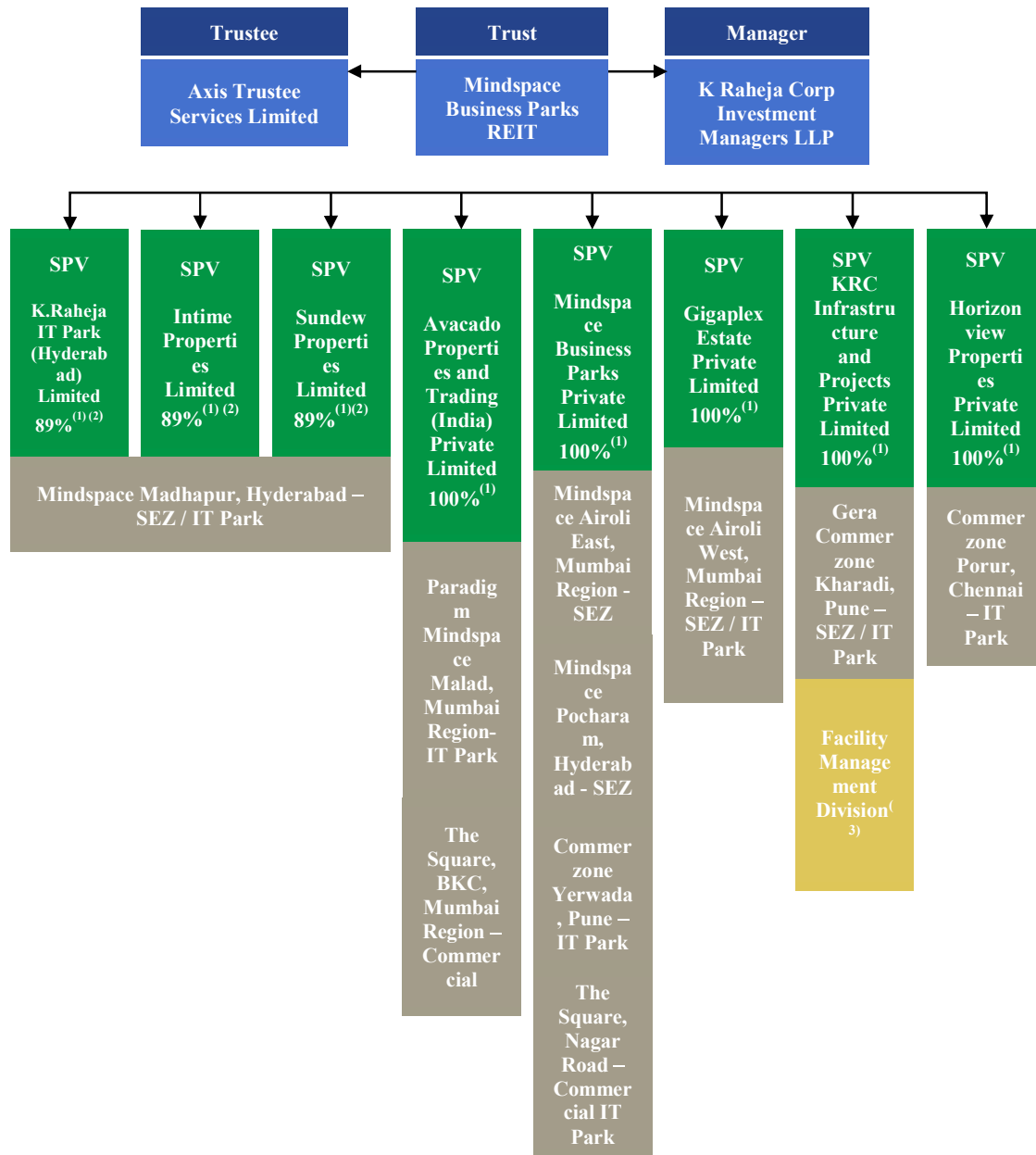
Legal counsel(s) to the Debenture Trustee	 TT&A Advocates and Solicitors Name: Talwar Thakore & Associates, Advocates and Solicitors Address: 3rd Floor, Kalpataru Heritage, 127, M.G. Road, Fort, Mumbai 400 001 Website: www.tta.in Email address: rituparno.bhattacharya@tta.in Telephone Number: +91 22 6900 6936 Contact Person: Rituparno Bhattacharya
Guarantor	 MINDSPACE BUSINESS PARKS REIT Name: Mindspace Business Parks REIT Principle place of business: Raheja Tower, Level 8, Block ‘G’, C-30, Bandra Kurla Complex, Mumbai - 400 051 Tel: +91 22 2656 4000 Contact Person: Ms. Preeti Chheda Website : www.mindspacereit.com E-mail: bondcompliance@mindspacereit.com
Arrangers	Not applicable

V. Brief summary of the business/ activities of the Issuer and its line of business:

A. Overview of the business of the Issuer

The Issuer was incorporated as a private limited company by the name “Sundew Properties Private Limited” on August 11, 2006 under the Companies Act, 1956. Thereafter, pursuant to the conversion of the company from private limited entity to a public limited entity, a fresh certificate of incorporation was issued on December 27, 2012 by the Registrar of Companies, Andhra Pradesh. The Issuer is one of the Group SPVs of Mindspace REIT pursuant to the transactions pursuant to which Mindspace REIT acquired interest in the Issuer.

The following illustration sets out the relationship between Mindspace REIT, Issuer and Group SPVs:



Note:

1. % indicates Mindspace REIT’s shareholding in respective Group SPVs.
2. 11% shareholding in the Issuer, Intime Properties Limited and K. Raheja IT Park (Hyderabad) Limited is held by APIIC.

The Issuer owns a quality office portfolio located in Hyderabad, India. The Issuer has Total Leasable Area of 5.7 msf comprising 5.7 msf of Completed Area as of June 30, 2021. Its Portfolio forms part of Mindspace Madhapur, which is Hyderabad’s largest Grade A Business Park. Its asset provides a community-based ecosystem and it believes that they have been developed to meet the evolving standards of tenants and the demands of “new age businesses”, which makes them among the preferred options for both multinational and domestic corporations. The park is equipped with a full suite of high-end support services and amenities. Geographically well placed in the largest micro-market in Hyderabad, the park offers excellent connectivity to various modes of transport including metro, rail, road network and airport.

It is committed to tenant service and developing long-standing relationships with its occupiers. It has also implemented various sustainability initiatives across its Portfolio, with a focus on clean energy and recycling that enable its tenants to enjoy an efficient working environment.

Its Park is located in Hyderabad (“**Asset Market**”). It believes that its Park is located in the established micro-market of the Asset Market, with proximity and/or connectivity to various business, social and transportation infrastructure.

As of June 30, 2021, its Park is diversified with 35 plus tenants. Furthermore, as of June 30, 2021, approximately 87.2% of its Gross Contracted Rentals were derived from various foreign multinational corporations and approximately 23.2% from Fortune 500 companies. Its tenant base comprises a mix of multinational and Indian corporates.

Its Park is stable with 91.3% Committed Occupancy and a WALE of 8.5 years, as of June 30, 2021, which provides long-term visibility to its revenues. Its focus on offering a comprehensive ecosystem through optimal density and well-amenitized parks to tenants that provide high value-added services has enabled its assets to outperform in their respective micro-markets.

The Park has leased out space which is contracted, as of June 30, 2021 and has not generated rental income for the quarter ending June 30, 2021, contractual rent escalations, lease-up of vacant space, re-leasing at market rents (considering the Market Rent across its Park the Issuer estimates to realize mark to market of approximately 21.4% above the average In-place Rent, as of June 30, 2021).

Between April 1, 2018 and June 30, 2021, through its operating expertise, the Issuer has:

- leased 2.3 msf of office space; achieved average re-leasing spreads of 56.1% on 0.7 msf of re-leased space and leased 1.6 msf of new area (including Pre-Leased Area and Committed Area, as of June 30, 2021); achieved re-leasing spread of 72.3% for 0.1 msf of area re-leased during the quarter ending June 30, 2021;
- undertaken strategic renovations to improve tenant experience.

Portfolio

Table below shows certain key financial and operational metrics of its Portfolio, as on June 30, 2021:

Portfolio	Type of asset	Total Leasable Area (msf)	Committed Occupancy (%)	WALE (Years)	Revenue from Operations for Q1 FY 2022 (₹ million)	Market Value as on March 31, 2021 (₹ million)
Mindspace Madhapur (Sundew)	Business Park	5.7	91.3%	8.5	1,094	50,664 ⁽¹⁾

⁽¹⁾ The Market Value is with respect to 89.0% ownership of Issuer.

B. Corporate Structure of the Issuer

The present corporate structure of the Issuer as on the date of this Information Memorandum is as follows:

Sr. No.	Names	No. of Equity Shares of INR 10 each	% of share capital
1.	Mindspace Business Parks REIT	25,071,870	89.00
2.	Mindspace Business Parks REIT jointly with Mr. Ravi Raheja	1	0.00
3.	Mindspace Business Parks REIT jointly with Mr. Neel Raheja	1	0.00
4.	Mindspace Business Parks REIT jointly with Mr. Vinod Rohira	1	0.00
5.	Mindspace Business Parks REIT jointly with Ms. Preeti Chheda	1	0.00
6.	Mindspace Business Parks REIT jointly with Mr. Pankaj Gupta	1	0.00
7.	Andhra Pradesh Industrial Infrastructure Corporation Limited	3,098,775	11.00
		28,170,650	100.00

N.B. All Shares are held in dematerialized form except the shares held by Andhra Pradesh Industrial Infrastructure Corporation Limited.

C. Project cost and means of financing, in case of funding of new projects

Not applicable.

VI. Financial Information of the Issuer

A. A columnar representation of the audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years which shall not be more than six months old from the date of the Information Memorandum or Issue Opening Date, as applicable.

The Financial Statements and Financial Statements (Quarterly) of the Issuer is annexed at **Schedule IV**.

The columnar representations of the Financial Statements (Quarterly) and audited Financial Statements of the Issuer along with the Financial Statements, Financial Statements (Quarterly) and auditor qualifications (containing along with the requisite schedules, footnotes, summary) is provided in **Schedule IV**.

N.B. The Issuer is an asset special purpose vehicle of Mindspace REIT. Therefore, the audited financial statements on a consolidated basis for the three completed years are not applicable.

B. Key Operational and Financial Parameters on consolidated and standalone basis

(Indian Rupees in Millions, unless otherwise stated)

Parameters	For quarter ending June 30, 2021	For financial year ending March 31, 2021	For financial year ending March 31, 2020	For financial year ending March 31, 2019
Balance Sheet				
Net Fixed assets	12,610	11,990	11,418	8,475
Current assets	594	406	7,570	6,687
Other non-current assets	2,268	2,867	1,322	2,189
Total assets	15,472	15,263	20,310	17,351
Non-Current Liabilities* (including maturities of long-term borrowings and short-term borrowings) <i>* Note: Short term borrowings are not included in Non-Current Liabilities. They are included as part of "Current Liabilities".</i>	9,722	9,473	14,335	12,327
Financial (borrowings, trade payables, and other financial liabilities)	9,350	9,201	14,070	12,265
Provisions	1	1	-	0
Deferred tax liabilities (net)	220	137	134	48
Other non-current liabilities	151	134	131	14
Current Liabilities* (including maturities of long-term borrowings) <i>* Note: Short term borrowings are not included in Non-Current Liabilities. They are included as part of "Current Liabilities".</i>	2,617	2,363	2,780	2,661
Financial (borrowings, trade payables, and other financial liabilities)	2,549	2,293	2,704	2,614
Provisions	-	-	-	-
Current tax liabilities (net)	11	-	-	-
Other current liabilities	57	70	76	47
Total liabilities	12,339	11,836	17,115	14,988
Equity (equity and other equity)	3,133	3,427	3,195	2,363
Total equity and liabilities	15,472	15,263	20,310	17,351
Profits and Loss				
Total revenue from operations	1,094	3,452	2,993	2,911
Other income	19	384	599	645
Total Expenses	424	1,830	2,057	2,292

Total comprehensive income	689	2,006	1,535	1,264
Profit / loss	689	2,006	1,535	1,264
Other comprehensive income	-	-	-	-
Profit / loss after tax	486	1,644	1,172	1,441
Earnings per equity share: (a) basic; and (b) diluted	17	58	42	51
Continuing operations	-	-	-	-
Discontinued operations	-	-	-	-
Continuing and discontinued operations	-	-	-	-
Cash flow				
Net cash generated from operating activities	413	2,271	2,350	2,016
Net cash used in / generated from investing activities	79	5,765	-2,296	-1,410
Net cash used in financing activities	-872	-7,570	-200	-596
Cash and cash equivalents	177	125	66	49
Balance as per statement of cash flows	-346	34	-432	-286
Additional information				
Net worth	3,133	3,427	3,195	2,363
Cash and Cash Equivalents	177	125	66	49
Current Investments	-	-	-	-
Net Sales	1,094	3,452	2,993	2,911
EBITDA	948	3,235	2,914	2,901
EBIT	865	2,937	2,667	2,456
Dividend amounts* *(excludes dividend distribution tax)	780	1,412	282	-
Long term debt to working capital	(4.27)	(4.43)	2.84	3.02
Current Liability ratio – Current liabilities / Non-current liabilities	0.27	0.25	0.19	0.22
Total Debts to Total assets	0.61	0.59	0.72	0.76
Debt Service Coverage Ratios* * Note: Includes repayments in connection to re-financing	0.96	0.30	0.42	0.52
Interest service coverage ratio	5.38	3.48	2.57	2.43

N.B. The Issuer is an asset special purpose vehicle of Mindspace REIT. Therefore, key operational and financial parameters on a consolidated basis are not applicable.

C. Debt: Equity ratio of the Issuer as on June 30, 2021

	(Amount in INR Million)
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	As on June 30, 2021
Before the issue	
Gross Debt	9,470
Total Equity	3,133
Gross Debt : Equity ratio (before Issue)	3.02
Issue size	4,000
Gross Debt : Equity ratio after Issue (provisional)	4.30

N.B. Based on Financial Statements (Quarterly)

VII. The amount of corporate guarantee issued by the Issuer along with details of the counterparty (like name and nature of the counterparty i.e. subsidiary, Joint Venture entity, group company etc) on behalf of whom it has been issued

The Issuer has provided continuing guarantee in favour of the IDBI Trusteeship Services Limited for discharge of INR 3750,000,000 (Indian Rupees three thousand seven hundred fifty million) 10 Year G-Sec Linked, Secured, Listed, Senior, Taxable Non-Cumulative, Rated, Principal Protected – Market Linked, Redeemable, Non-Convertible Debentures issuance by Mindspace REIT (of which the Issuer is an asset special purpose vehicle), as on quarter ended June 30, 2021.

VIII. Details of any other contingent liabilities of the Issuer based on the last audited Financial Statements including amount and nature of liability.

Demand for Non Payment of service tax on renting of fitouts and equipments INR 1,871,030 (Indian Rupees one million eight hundred seventy one thousand and thirty) and Demand on account of wrong availment of credit of service tax paid on input services INR 479,319 (Indian Rupees four hundred seventy nine thousand three hundred and nineteen). The Company has filed appeals with CESTAT and these matters are pending. Future Cash outflow in respect of above, if any, is determinable only on receipt of judgement / decisions pending with relevant authorities.

Furthermore, the Issuer has issued a corporate guarantee as per the details specified above in Part VII of this section.

IX. Brief history of the Issuer since its registration giving details of the following activities:

A. Details of Share Capital as on last quarter end:

As on quarter ended June 30, 2021:

Share Capital	INR
Authorised Share Capital	28,20,00,000
Issued, Subscribed and Paid-up Share Capital	28,17,06,500

B. Changes in the capital structure of the Issuer as on last quarter and for the last three years:

As of quarter ended June 30, 2021, 2,81,70,650 equity shares in aggregate are issued, subscribed and paid-up.

There are no changes in the total number of equity shares in the capital structure of the Issuer as on last quarter and for the last three years.

Date of change i.e. the date of the annual general meeting / extra-ordinary general meeting / Board /	Particulars

Committee Meeting	
N.A.	N.A.

C. Equity share capital history of the Issuer as on last quarter end and for the last three years:

As of quarter ended June 30, 2021, 2,81,70,650 equity shares in aggregate are issued, subscribed and paid-up.

There have been no allotments made by the Issuer in the 3 (three) years preceding the date of this Information Memorandum.

D. Details of any acquisition or amalgamation in the last one year

No acquisition or amalgamation in the last one year.

E. Details of reorganization or reconstruction in the last one year

No reorganisation or reconstruction in last one year

Type of Event	Date of Announcement	Date of Completion	Details
N.A.	N.A.	N.A.	N.A.

F. Details of the shareholding of the Issuer as at the latest quarter end, as per the format specified under the listing regulations

The shareholding pattern of the Issuer as on 30 June 2021 is annexed as Schedule VIII.

G. List of top 10 holders of equity shares of the Issuer as on the latest quarter end

The shareholding pattern of the top 10 shareholders of the Issuer as of quarter ended June 30, 2021 is set out below:

Sr. No.	Names	Total number of equity shares	No. of shares in demat form	Total shareholding as % of total no of equity shares
1.	Mindspace Business Parks REIT	25,071,870	25,071,870	89.00
2.	Mindspace Business Parks REIT jointly with Mr. Ravi Raheja	1	1	0.00
3.	Mindspace Business Parks REIT jointly with Mr. Neel Raheja	1	1	0.00
4.	Mindspace Business Parks REIT jointly with Mr. Vinod Rohira	1	1	0.00
5.	Mindspace Business	1	1	0.00

	Parks REIT jointly with Ms. Preeti Chheda			
6.	MindSpace Business Parks REIT jointly with Mr. Pankaj Gupta	1	1	0.00
7.	Andhra Pradesh Industrial Infrastructure Corporation Limited	3,098,775	N.A.	11.00
		28,170,650	25,071,875	100.00

N.B. All Shares are held in dematerialized form except the shares held by Andhra Pradesh Industrial Infrastructure Corporation Limited.

X. Details regarding the directors of the Issuer:

A. Details of the current directors of the Issuer:

Name, Designation, Occupation and DIN	Age	Address	Director of the Issuer since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
Mr. Ravi C. Raheja (Non-independent member) DIN: 00028044 Occupation : Business	49 years	4 th Floor, Raheja House, Auxilium Convent Road, Pali Hill Bandra West, Mumbai 400 050	July 18, 2019	Shoppers Stop Limited Chalet Hotels Limited K.Raheja Private Limited Inorbit Malls (India) Private Limited Trion Properties Private Limited K.Raheja IT Park (Hyderabad) Limited Intime Properties Limited K Raheja Corp Private Limited Ivory Properties And Hotels Private Limited Support Properties Private Limited Whispering	No

Name, Designation, Occupation and DIN	Age	Address	Director of the Issuer since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
				Heights Real Estate Private Limited Genext Hardware & Parks Private Limited	
Mr. Neel C. Raheja (Non-independent member) DIN: 00029010 Occupation : Business	47 years	4 th Floor, Raheja House, Auxilium Convent Road Pali Hill Bandra West, Mumbai 400 050	July 18, 2019	Shoppers Stop Limited Chalet Hotels Limited K.Raheja Private Limited Inorbit Malls (India) Private Limited Trion Properties Private Limited K.Raheja IT Park (Hyderabad) Limited Intime Properties Limited K Raheja Corp Private Limited Eternus Real Estate Private Limited Ivory Properties And Hotels Private Limited Genext Hardware & Parks Private Limited	No
Mr. Vinod Rohira DIN: 00460667 Occupation : Service	52 years	1001/B, Seamist, 14 th Manuel Gonsalves Road, Bandra (West), Mumbai-400050	March 02, 2015	Adeshwar Trading Company Pvt. Ltd. Aqualine Properties Pvt. Ltd. Beach Haven Properties Pvt. Ltd Ekaakshara Trading Company Pvt. Ltd Asterope	No

Name, Designation, Occupation and DIN	Age	Address	Director of the Issuer since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
				Properties Pvt. Ltd. (erstwhile Flabbergast Properties Pvt. Ltd.) Gigaplex Estate Pvt. Ltd. Newfound Properties And Leasing Pvt. Ltd. Mindspace Business Parks Private Limited (erstwhile Serene Properties Pvt. Ltd.) Sycamore Properties Pvt. Ltd. Stargaze Properties Pvt. Ltd. K.Raheja IT Park (Hyderabad) Ltd. Intime Properties Ltd Horizonview Properties Private Limited Eternus Real Estate Private Limited Beach Haven Properties Private Limited Avacado Properties & Trading (India) Private Limited Support Properties Private Limited KRC Infrastructure and Projects Pvt Ltd	

Name, Designation, Occupation and DIN	Age	Address	Director of the Issuer since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
Ms. Preeti Chheda DIN: 08066703 Occupation : Service	45 years	B-4, Navyog Apt, 14, Vishwakarma Road, Near Mehul Cinema, Nahur, Mulund West, Mumbai-400080	June 28, 2018	Avacado Properties & Trading (India) Private Limited K.Raheja IT Park (Hyderabad) Ltd. Intime Properties Ltd Horizonview Properties Private Limited Gigaplex Estate Pvt. Ltd. Mindspace Business Parks Private Limited (erstwhile Serene Properties Pvt. Ltd.) KRC Infrastructure and Projects Pvt Ltd Whispering Heights Real Estate Private Limited	No
Mr. Venkat Narsimha Reddy Etireddy DIN: 06863725 Occupation : Service	52 years	H No. 8-2-686/7/6/C, Road No. 12, Banjara Hills, Hyderabad 500 034	June 23, 2015	T Works Foundation Research and Innovation Circle of Hyderabad Telangana Industrial Health Clinic Limited Hyderabad Pharma City Limited Zaheerabad Nimz Limited Intime Properties Ltd Telangana State Industrial Development	No

Name, Designation, Occupation and DIN	Age	Address	Director of the Issuer since	Details of other Directorships* (Details of Indian Companies in which a person is Director is provided)	Whether willful defaulter (Yes/No)
				Corporation Ltd Telangana State Trade Promotion Corporation Limited Telangana Life Sciences Infrastructure Development Ltd Telangana State Industrial Infrastructure Corporation Ltd Ecity manufacturing Cluster Ltd CBD Tower Pvt Ltd Ace Urban Infocity Ltd IHHR Hospitality (Andhra) Pvt Ltd Boulder Hills Leisure Pvt Ltd Emaar Hills Township Pvt Ltd Cyberabad Convention Centre Pvt Ltd K. Raheja IT Park (Hyderabad) Ltd Institute of Insurance and Risk Management	

B. Details of change in the directors since last three years

Pursuant to Regulation 18(3)(b) of REIT Regulations, the manager of the Mindspace REIT shall appoint nominees on the board of directors of the special purpose vehicles of the Mindspace

REIT. Accordingly, since the Issuer is a special purpose vehicle of Mindspace Business Parks REIT, the Investment Manager proposed that Mr. Ravi C Raheja, Mr. Neel C Raheja, Ms. Preeti Chheda and Mr. Vinod Rohira be redesignated as nominee directors of the Issuer.

Accordingly, Mr. Ravi C Raheja, Mr. Neel C Raheja, Ms. Preeti Chheda and Mr. Vinod Rohira were re-designated as nominee director(s) by the Board of Directors of the Issuer pursuant to recommendation of the Manager followed by the nomination and remuneration committee of the Issuer, at their meeting held on September 25, 2020. Mr. Siddhartha Gupta resigned w.e.f July 30, 2020. Mr. Yasin Virani resigned as a director w.e.f March 15, 2019 and Mr. Vishal Kumar Masand resigned as a director w.e.f March 14, 2019.

The details of the changes are as follows:

Name, Designation and DIN	Date of Appointment	Date of Cessation, if applicable	Date of resignation, if applicable	Remarks
Mr. Ravi Raheja DIN: 00028044 Designation: Nominee Director	Re-designated as Nominee Director w.e.f September 25, 2020	N.A.	N.A.	Re-designated as Nominee Director w.e.f September 25, 2020
Mr. Neel Raheja DIN: 00029010 Designation: Nominee Director	Re-designated as Nominee Director w.e.f September 25, 2020	N.A.	N.A.	Re-designated as Nominee Director w.e.f September 25, 2020
Mr. Vinod Rohira DIN: 00460667 Designation: Nominee Director	Re-designated as Nominee Director w.e.f September 25, 2020	N.A.	N.A.	Re-designated as Nominee Director w.e.f September 25, 2020
Ms. Preeti Chheda DIN: 08066703 Designation: Nominee Director	Re-designated as Nominee Director w.e.f September 25, 2020	N.A.	N.A.	Re-designated as Nominee Director w.e.f September 25, 2020
Mr. Siddhartha Gupta DIN: 05146690 Designation: Director (at the time of resignation)	Appointed as Additional Director on April 06, 2017	July 30, 2020	July 30, 2020	-
Mr. Yasin Virani DIN: 00291989 Designation : Director (at the time of resignation)	Appointed as an Additional Director w.e.f. March 12, 2007. Resigned as a Director w,e.f March 15, 2019	March 15, 2019	March 15, 2019	-

Mr. Vishal Kumar Masand DIN: 02080122 Designation : Director (at the time of resignation)	Appointed as an Additonal Director w.e.f June 23, 2015. Resigned as a Director w.e.f March 14, 2019	March 14, 2019	March 14, 2019	-
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XI. Details regarding the auditors of the Issuer:

A. Auditors of the Issuer

Name	Address	Auditor Since
Deloitte Haskins & Sells, LLP	One International Centre, Tower 3 27th-32nd Floor, Senapati Bapat Marg Elphinstone Mill Compound, Elphinstone (W) Mumbai - 400 013 Maharashtra, India Appointment of auditor authorised by way of resolution passed by shareholders at the Annual General Meeting held on September 26, 2018 and board resolution dated July 18, 2018 annexed to this Information Memorandum as Schedule V .	FY 2017-18

B. Details of change in auditor since last three years

Not Applicable

XII. Details of the following liabilities of the Issuer, as at the end of the last quarter or if available, a later date:

A. Details of outstanding secured loan facilities

INR 5,751 million (Indian Rupees five thousand seven hundred fifty one million) as on quarter ended June 30, 2021, with details as follows:

(INR million)

Name of lender	Type of Facility	Amount Sanctioned	Principal Amount outstanding	Repayment Date / Schedule	Security
The Hongkong and Shanghai Banking Corporation Limited	Secured	5,144	4,529	September 10, 2028	Building 11 and Building 12C of Mindspace Madhapur, Hyderabad
The ICICI Bank Limited	Secured	2,000	1,222	March 31, 2031	Building 14 of Mindspace Madhapur, Hyderabad

B. Details of outstanding unsecured loan facilities

INR 3,720 million (Indian Rupees three thousand seven hundred twenty million) as on quarter ended June 30, 2021, with details as follows:

(INR million)

Name of lender	Type of Facility	Amount Sanctioned	Principal Amount outstanding	Repayment Date / Schedule
Mindspace REIT	Unsecured	3,720	3,720	May 17, 2024

C. Details of outstanding non-convertible securities

NIL as on quarter ended June 30, 2021.

D. List of Top 10 holders of non-convertible securities in terms of value (in cumulative basis)

NIL as on quarter ended June 30, 2021.

E. Details of outstanding Commercial Paper at the end of the last quarter in the following format

The total face value of commercial papers outstanding as on the latest quarter end - NIL

F. Rest of the borrowing of the Issuer (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares)

NIL as on quarter ended June 30, 2021.

XIII. Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash. This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued:

- A. in whole or part: NIL as on quarter ended June 30, 2021,
- B. at a premium or discount: NIL as on quarter ended June 30, 2021, or
- C. in pursuance of an option or not: NIL as on quarter ended June 30, 2021.

N.B. The above information is based on limited review of financial statements available as on 30 June 2021.

XIV. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Issuer, in the past 3 years including the current financial year.

NIL

XV. Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/Promoter, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of the Issue which may affect the issue or the investor's decision to invest / continue to invest in the Debentures.

Except as disclosed in the annual report of the Mindspace REIT ending March 31, 2021 and as

per its extant materiality policy, and submitted to the stock exchanges on which its Units are listed from time to time, there are no claims, suits, actions, litigations, arbitrations or administrative investigations, or proceedings of or before any court, arbitral body, agency or Governmental Authority, which if adversely determined are reasonably likely to have implications on the financials / credit quality of the Mindspace REIT or the Issuer, have been threatened in writing or are pending against Mindspace REIT or the Issuer.

XVI. Any litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the circulation of this Information Memorandum against the promoter of the Issuer

As of June 30, 2021, Mindspace REIT does not have any pending criminal matters or regulatory actions against it, or any civil/ commercial litigation pending involving it.

XVII. Details of default and non-payment of statutory dues

There has been no default and / or non-payment of statutory dues by the Issuer

XVIII. Details of the Debenture Trustee

- A. **Catalyst Trusteeship Limited** has given its consent to the Issuer for its appointment as Debenture Trustee vide its letter dated July 27, 2021 and has entered into a Debenture Trustee Agreement. Copy of the consent letter dated July 27, 2021 is enclosed in this Information Memorandum as **Schedule I**. The Debenture Trustee has given its consent to the Issuer for its appointment under applicable laws.
- B. Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s):
 - a. Terms and conditions of appointment of the Debenture Trustee and the due diligence to be carried out by the Debenture Trustee are further specified in the debenture trustee agreement dated on or about the date of this Information Memorandum.
 - b. The Debenture Trustee Agreement has been executed as per required regulations before opening of Issue. Service charges of Debenture Trustee are mentioned in the consent letter dated July 27, 2021.
- C. Details of security to be created for the Issue: Please refer to the section titled “Summary of Terms”
- D. The Debenture Trustee shall adhere to the requirements of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020. The Transaction Security shall be created in accordance with provisions of the Debenture Trust Deed and the other Transaction Documents. Fulfillment of any requirements under the said SEBI circular, in particular carrying out of any valuation, due diligence and provision of a diligence certificate shall not be a pre-condition for the effectiveness and perfection of the Security as contemplated under the Debenture Trust Deed and the other Transaction Documents.
- E. The creation of Security over the Secured Assets as detailed in this Information Memorandum are part of the terms of the Issue of Debentures.
- F. **Process of due diligence carried out by the Debenture Trustee**
 - a. The Debenture trustee(s) by itself or through its advisers or experts shall

independently carry out the due diligence which includes the following:

- I. Chartered accountant appointed by the Debenture Trustee shall verify at the time of creation of the Transaction Security that the assets provided by Issuer for creation of Transaction Security, within the timelines further specified in the Debenture Trust Deed, shall be free from any encumbrances or necessary permissions through verification from sub-registrar and Registrar of Companies or Central Registry set up under The Security Interest (Enforcement) Rules, 2002 or the information utilities etc., or other sources as applicable.
- II. In case of Guarantee, the Debenture Trustee has verified the relevant filings made on websites of Ministry of Corporate Affairs, Stock Exchange(s), CIBIL, information utility etc. and obtained appraisal report, necessary financial certificates viz. from statutory auditor.
- III. The Debenture Trustee, by itself or through its appointed agencies such as chartered accountant firm, registered valuer, legal counsel etc., has prepared one or more reports viz. valuation report, Registrar of Companies search report, title search report/ appraisal report, asset cover certificate, any other report/ certificate as applicable etc. and has independently assessed that the assets for creation of Transaction Security are adequate for the proposed issue of the Debentures as per information provided by the Issuer.
- IV. Periodical due diligence will be carried out as per SEBI circulars from time to time as per nature of security provided.
- V. Necessary due diligence certificate will be issued and will be available on stock exchanges from time to time for information of Debenture Holders.
- VI. Due diligence will be carried out for maintenance of security cover depending on information provided by the issuer company and chartered accountant appointed by Debenture Trustee.
- VII. Based on its review set out more particularly in Annexure A of the SEBI circular titled "Creation of Security in issuance of listed debt securities and 'due diligence' by debenture trustee(s)" bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020, the Debenture Trustee will issue the due diligence certificates to the relevant stock exchange. The certificate issued by the Debenture Trustee is appended to this Information Memorandum as **Schedule IX**.

- b. The Debenture Trustee shall maintain records and documents pertaining to due diligence exercised for a minimum period of 5 (five) years from the Final Redemption Date.

XIX. If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.

The obligations pursuant to the Debentures are, *inter alia*, guaranteed by way of an unconditional, irrevocable guarantee from Mindspace REIT in favour of the Debenture Trustee for the benefit of the Debenture Holders as per the terms contained in the relevant Transaction Documents.

XX. Disclosure of Cash flow with date of interest/dividend/ redemption payment as per day

count convention

Illustration of Debenture Cash Flows to be shown in Information Memorandum	
Issuer	Sundew Properties Limited
Face Value (per security)	INR 10,00,000
Date of Allotment	September 28, 2021
Redemption Date	June 28, 2024
Coupon Rate	6.1% per annum
Frequency of the Coupon Payment with specified dates	Quarterly 31 December 2021 31 March 2022 30 June 2022 30 September 2022 31 December 2022 31 March 2023 30 June 2023 30 September 2023 31 December 2023 31 March 2024 28 June 2024
Day Count Convention	Actual / Actual
Procedure and time schedule for allotment and issue of securities	As detailed in the section titled “ Application Process ” and Part H (Issue Procedure) of the section titled “ Disclosures (in accordance with SEBI Debt Regulations) ”.

Illustrative Cash flow :

Date	Total Amount in ₹
28-Sep-21	(4,00,00,00,000)
31-Dec-21	6,28,38,356
31-Mar-22	6,01,64,384
30-Jun-22	6,08,32,877
30-Sep-22	6,15,01,370
31-Dec-22	6,15,01,370
31-Mar-23	6,01,64,384
30-Jun-23	6,08,32,877
30-Sep-23	6,15,01,370
31-Dec-23	6,13,33,333
31-Mar-24	6,06,66,667

28-Jun-24	5,93,33,333
28-Jun-24	4,00,00,00,000

Note: All the amounts are rounded off to nearest integer.

Commission

No commissions/fees/charges, if any, have been paid by the Issuer to any other third party intermediary for selling/ distribution of the Debentures to the investors.

XXI. Disclosures pertaining to wilful defaulter

Neither the Issuer nor its promoters nor its directors have been declared to be a wilful defaulter and do not appear in the RBI's wilful defaulter's list or CIBIL's defaulter's list or ECGC's caution list.

XXII. Project details

(Gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project, if any)

Not applicable

XXIII. Disclosure pertaining to charge creation

The security created in relation to the Debentures shall be created and perfected in accordance with Applicable Laws on or prior to the Deemed Date of Allotment, or such other timeline as may be agreed between the eligible investors and the Issuer in accordance with the provisions of the Debenture Trust Deed.

Debentures shall be considered as secured only if the charged asset is registered with sub-registrar and Registrar of Companies or Central Registry set up under The Security Interest (Enforcement) Rules, 2002 as applicable, or is independently verifiable by the Debenture Trustee.

XXIV. Other details pertaining to the Issue

A. Debenture Redemption Reserve - relevant regulations and applicability

The Issuer agrees and undertakes to create a debenture redemption reserve, in accordance with the Companies Act and the guidelines issued by SEBI, as may be applicable, and if during the currency of these presents any guidelines are formulated (modified or revised) by any Governmental Authority having authority under Applicable Law in respect of creation of the debenture redemption reserve. The Issuer shall abide by such guidelines and issue supplemental letters, agreements and deeds of modification, as may be required, by the Debenture Holders or the Debenture Trustee and shall also cause the same to be registered, where necessary subject to the same being applicable. If a debenture redemption reserve is created, the Issuer shall submit to the Debenture Trustee a certificate duly certified by an independent chartered accountant.

B. Recovery expense fund

The Issuer agrees and undertakes to create and maintain a recovery expense fund, in accordance with the regulations, guidelines and circulars issued by SEBI, and if during the currency of these presents any guidelines are formulated (or modified or revised) by any Governmental Authority

having authority under Applicable Law in respect of creation of the recovery expense fund within the timelines prescribed under Applicable Law. The Issuer shall abide by such guidelines and issue supplemental letters, agreements and deeds of modification, as may be required, by the Debenture Holders or the Debenture Trustee and shall also cause the same to be registered, where necessary subject to the same being applicable. If a recovery expense fund is created, the Issuer shall submit to the Debenture Trustee evidence in form of a certificate duly certified by the statutory auditor of the Issuer.

C. Issue/instrument specific regulations - relevant details

The Debentures offered are subject to provisions of all applicable laws including SEBI Debt Regulations and circulars enacted thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Companies Act and rules thereunder, SEBI (Debenture Trustees) Regulations, 1993, the Depositories Act, 1996, each as amended and rules and regulations made under these enactments (as applicable).

D. Default in Payment

In case of default in payment of the Coupon and/or redemption on the due dates of the Debentures, additional interest shall be payable in accordance with the provisions in the row titled “Default Interest Rate” in the section titled “**Summary of Terms**” of this Information Memorandum.

E. Delay in Listing

In case of delay in listing of the Debentures beyond 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, the Issuer shall pay a penal interest of 1% (one per cent.) per annum over and above the Coupon which shall be computed on and from the date falling on the expiry of 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, until the Debentures are listed on the Stock Exchange. Further, the Issuer shall be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from stock exchanges.

F. Delay in allotment of Debentures

The beneficiary account of the investor(s) with NSDL/CDSL / Depository Participant will be given initial credit within 2 (two) working days from the date of closure of the Issue and confirmation of the credit of Debentures shall be provided by the relevant Depository within 2 (two) working days from the date of closure of the Issue. The Issuer shall not cause any delay in allotment of the Debentures to the successful investors.

G. Issue Details

Terms of the offer are set out in the section titled “**Summary of Terms**” of this Information Memorandum.

H. Issue Procedure

The Issuer proposes to issue the Debentures on the terms as set out in this Information Memorandum subject to the provisions of the SEBI Debt Regulations, Companies Act and rules thereunder, the Debenture Trust Deed and other applicable laws. This section applies to all applicants.

a. Mode of bidding

The Debentures are proposed to be issued in the closed bidding mode in accordance with

the EBP Guidelines. There are two modes of bidding prescribed by the EBP Guidelines, namely: (a) open bidding; and (b) closed bidding. Under closed bidding there shall be no real time dissemination of bids on the EBP.

b. Who can bid/ apply/ invest

All Eligible Investors specifically mapped by the Issuer on the EBP, are eligible to bid / invest / apply for this Issue.

All applicants are required to comply with the relevant regulations/ guidelines applicable to them for investing in the Issue as per the norms approved by SEBI, RBI or any other statutory body from time to time, including but not limited to EBP Guidelines (as applicable and published by the Stock Exchange on its website) for investing in this Issue. The contents of this Information Memorandum and any other information supplied in connection with this Information Memorandum or the Debentures are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced or disseminated by the recipient.

The Issue will be under the electronic book mechanism as required in terms of the EBP Guidelines.

However, out of the aforesaid class of investors eligible to invest, this Information Memorandum is intended solely for the use of the person to whom it has been sent by the Issuer for the purpose of evaluating a possible investment opportunity by the recipient(s) in respect of the securities offered herein, and it is not to be reproduced or distributed to any other persons (other than professional advisors of the prospective investor receiving this Information Memorandum from the Issuer).

c. Minimum Subscription

As the current issue of Debentures is being made on a private placement basis, the requirement of minimum subscription shall not be applicable and therefore the Issuer shall not be liable to refund the Issue subscription(s)/ proceed(s) in the event of the total issue collection falling short of issue size or certain percentage of issue size.

d. Date of Allotment

All benefits relating to the Debentures will be available to the investors from the Date of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment.

e. Interest on Application Money

This Issue does not contemplate payment of any interest on application money till allotment of Debentures.

f. Debenture holder not a Shareholder

The Debenture holders will not be entitled to any of the rights and privileges available to the shareholders of the Issuer.

g. How to bid

All Eligible Investors will have to register themselves as a one-time exercise (if not already registered) with BSE's Bond Platform offered by BSE for participating in electronic book building mechanism. Eligible Investors should refer to the EBP Guidelines for issuance of

debt securities on private placement basis through an electronic book mechanism as available on the website of BSE. Eligible Investors will also have to complete the mandatory know-your-customer verification process. Eligible Investors should refer to the EBP Guidelines.

- I. The details of the Issue shall be entered on the EBP by the Issuer at least 5 (five) working days prior to the Issue Opening Date, in accordance with the EBP Guidelines.
- II. The Issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer's bidding announcement on the EBP, at least 1 (one) working day before the start of the Issue Opening Date.

Some of the key guidelines in terms of the current EBP Guidelines, are as follows:

I. *Modification of Bid*

Eligible Investors may note that modification of bid is allowed during the bidding period. However, in the last 10 minutes of the bidding period, revision of bid is only allowed for improvement of yield and upward revision of the bid size. Note that the present Issue is a fixed coupon instrument.

II. *Cancellation of Bid*

Eligible Investors may note that cancellation of bid is allowed during the bidding period. However, in the last 10 minutes of the bidding period / window, no cancellation of bids is permitted.

III. *Multiple Bids*

Eligible Investors may note that multiple bids are permitted.

IV. *Withdrawal of Issue*

The Issuer may, at its discretion, withdraw the issue process on the following conditions:

- (i) Non-receipt of bids up to the issue size;
- (ii) The bidder has defaulted on payment towards the allotment, within the stipulated time frame, due to which the Issuer is unable to fulfil the issue size;
- (iii) The cut-off yield entered by the bidder is higher than the estimated cut-off yield disclosed to the EBP.

Provided that the Issuer shall accept or withdraw the Issue on the EBP within 1 (one) hour of the closing of the bidding window, and not later than 6 pm on the Issue Closing Date.

However, Eligible Investors should also refer to the EBP Guidelines, as prevailing on the date of the bid.

h. Right to accept or reject bids

The Issuer reserves its full, unqualified and absolute right to accept or reject any bid(s), in part or in full, without assigning any reason thereof and to make provisional / final

allocations at its absolute discretion.

i. Provisional / Final allocation

Allocation shall be made on a uniform yield basis. Post completion of bidding process, the Issuer will upload the provisional allocation on the BSE-BOND EBP Platform. Once the allocation is done then the successful bidders can see their respective allocations on the allocation report generated by the BSE- BOND EBP Platform.

j. Payment mechanism

Subscription should be as per the final allocation made to the successful bidder as notified by the Issuer. Successful bidders should pay-in the subscription amount in to the Bank Account (ICCL) on or before 10.30 am on the Pay In Date, the details of which have been provided in this Information Memorandum. Successful bidders should ensure that they pay from the bank accounts that they have registered with the BSE-BOND EBP Platform at the time of registration.

Note: If the successful bidders fail to pay the subscription monies within the time prescribed, their bid will be liable to be rejected and the Issuer shall be not be liable to issue and allot any debentures to such bidders.

Subscription monies will be paid out from the Bank Account (ICCL) into the Subscription Account, the details of which have been provided in this Information Memorandum. This transfer will be done in accordance with the procedure prescribed by the EBP Guidelines.

Cheque(s), Money orders, postal orders will not be accepted. The bank with which the Bank Account (ICCL) is existing assumes no responsibility for any applications lost in mail. Applications should be for the number of Debentures applied by the investor. Applications not completed in the said manner are liable to be rejected. The applicant or in the case of an application in joint names, each of the applicant, should mention his/her PAN details, or where the same has not been allotted, the GIR No. and the income tax circle/ward/district. As per the provision of Section 139A (5A) of the Income Tax Act, PAN/GIR No. needs to be mentioned on the tax deducted at source certificates. Hence, the investor should mention his PAN/GIR No. In case neither the PAN nor the GIR Number has been allotted, the applicant shall mention “*Applied for*” nor in case the applicant is not assessed to income tax, the applicant shall mention ‘*Not Applicable*’ (stating reasons for non-applicability) in the appropriate box provided for the purpose. Application forms without this information will be considered incomplete and are liable to be rejected.

All applicants are requested to tick the relevant column “*Category of Investor*” in the application form.

For further instructions about how to make an application for applying for the Debentures and procedure for remittance of application money, please refer to the section titled “Application Process and Other Issue Related Details” below.

k. Terms of Payment

The full-face value of the Debentures applied for, is to be paid in such process as has been listed in this Information Memorandum.

l. Force Majeure

The Issuer reserves the right to withdraw the issue prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and regulatory

environment.

m. Post-allocation disclosures as per EBP Guidelines

Upon allocation of the Debentures, the Issuer shall disclose the size of the Issue, coupon rate, the number of successful bidder, category of the successful bidders etc., in accordance with the EBP Guidelines. The BSE-BOND EBP Platform shall upload the data provided by the Issuer on its website to make it available to the public.

n. Depository arrangements

The Issuer has appointed Link Intime India Private Limited having its office at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 as the Registrar and Transfer Agent for the present Issue. The Issuer has entered into necessary depository arrangements with NSDL and CDSL for dematerialization of the Debentures offered under the present Issue, in accordance with the Depositories Act, 1996 and regulations made there under. In this context, the Issuer has signed tripartite agreement with the NSDL dated August 25, 2010 and CDSL dated September 14, 2021 and the Registrar and Transfer Agent for dematerialization of the Debentures offered under the present Issue.

o. Procedure for applying for the demat facility

- I. Applicant(s) must have a beneficiary account with any Depository Participant of NSDL/CDSL prior to making the application.
- II. For subscribing to the Debentures, names should be identical to those appearing in the account details of the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- III. If incomplete/ incorrect beneficiary account details are given which does not match with the details in the depository system, it will be deemed to be an incomplete application and the same be held liable for rejection at the sole discretion of the Issuer.
- IV. The Debentures shall be directly credited to the beneficiary account and after due verification, allotment advice/ refund order, if any, would be sent directly to the applicant by the RTA but the confirmation of the credit of the Debentures to the applicant's depository account will be provided to the applicant by the Depository Participant of the applicant.
- V. Coupon or other benefits with respect to the Debentures would be paid to those holders whose names appear on the list of beneficial owners given by the depository to the Issuer as on the Record Date. In case, the beneficial owner is not identified by the depository on the Record Date due to any reason whatsoever, the Issuer shall keep in abeyance the payment of Coupon or other benefits, till such time the beneficial owner is identified by the depository and intimated to the Issuer. On receiving such intimation, the Issuer shall pay the Coupon or other benefits to the beneficiaries identified, within a period of 15 calendar days from the date of receiving such intimation.
- VI. Applicants may please note that the Debentures shall be allotted and traded on the stock exchange(s) only in dematerialized form.

p. Allotment resolutions and Credit of debentures

The beneficiary account of the investor(s) with NSDL/CDSL / Depository Participant will be given initial credit within 2 (two) working days from the date of closure of the Issue and confirmation of the credit of Debentures shall be provided by the relevant Depository within

2 (two) working days from the date of closure of the Issue.

Subject to the completion of all statutory formalities within time frame prescribed in the applicable laws, an allotment resolution shall be passed by the finance committee of the Issuer on the Pay In Date to record the allotment of the Debentures to the relevant investor(s) on the said date and the beneficiary demat account of the investor(s) would be credited with the number of Debentures so allotted. The Debentures since issued in electronic (dematerialized) form, will be governed as per the provisions of the Depository Act, SEBI (Depositories and Participants) Regulations, 1996, rules notified by NSDL/CDSL / Depository Participant from time to time and other applicable laws and rules notified in respect thereof. The Debentures shall be allotted in dematerialized form only.

DISCLOSURES PRESCRIBED UNDER PAS-4 OF SCOMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES), RULES, 2014

I. General Information

- A. **Name, address, website and other contact details of the Issuer indicating both registered office and corporate office:** Specified in the front page of this Information Memorandum
- B. **Date of incorporation of the Issuer:** Specified in the front page of this Information Memorandum
- C. **Business carried on by the Issuer and its subsidiaries with the details of branches or units, if any:** Specified in Part VI (*Brief summary of the business/ activities of the Issuer and its line of business*) of the section titled “**Disclosures (in accordance with SEBI Debt Regulations)**”.
- D. Brief particulars of the management of the Issuer

Brief Profile of key managerial personnel of the Issuer:

Mr. Venna Narayana Reddy

Venna Narayana Reddy, Chief Executive Officer, working with our group since 2013 as a Facilities & Property Management Professional with more than 26 years of Experience. He is a Mechanical Engineer by Qualification with exposure in Construction Industry, Facilities and Property Management. Prior to joining our group, he was associated with Shapoorji Pallonji, IPMSL, JLL, Sodexo and DivyaSree Developers.

Ms. Swetha Jujjavarapu

Ms. Swetha Jujjavarapu, Chief Financial Officer, is Qualified Chartered accountant having around 14 Years of experience in accounts finalisation, extensive Knowledge in Accounts Receivable and Accounts Payable Function, proficient in preparing and reviewing financial & management reports like cost benefit analysis and cost variance analysis, dealing with statutory and internal Auditors and basic knowledge in indirect and direct Taxation. Prior to joining our group, she was associated with GMR Group for about 10 Years under Various GMR Group Companies in different Roles and in different functions within that group.

Ms. Saadiya Naidu

Ms. Saadiya Naidu, Company Secretary & Compliance Officer, is a qualified Company Secretary and law graduate having 3.5 years of experience in secretarial and legal field and is experienced in handling compliances of listed public companies, raising of funds, assisting in statutory audits and ensuring overall compliances under various statutes and regulations. Previously she has been associated with Future Group.

- E. Names, addresses, DIN and occupations of the directors: Specified in Part X (*Details regarding the directors of the Issuer*) of the section titled “**Disclosures (in accordance with SEBI Debt Regulations)**”.
- F. Management’s perception of risk factors: Please refer to the section titled “Risk Factors” above of the Information Memorandum.
- G. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:
 - a. statutory dues: No default

- b. debentures and interest thereon: No default and Not Applicable
- c. deposits and interest thereon: No default and Not Applicable
- d. loan from any bank or financial institution and interest thereon: No default.

H. **Names, designation, address and phone number, email ID of the nodal/ compliance officer of the Issuer, if any, for the private placement offer process:** Specified in the front page of this Information Memorandum.

I. **Any default in Annual filing the Company under the Companies Act or the rules made thereunder:** No default

II. Particulars of the Offer

Date of passing of resolution by the board of the Issuer and the shareholders of the Issuer	Board resolution: Resolution passed by the board of directors of the Issuer dated August 12, 2021 pursuant to sections 42, 71 and 179 of the Companies Act. A copy of the said board resolution is annexed herewith and marked as Schedule III .
Date of passing of resolution in general meeting of the shareholders of the Issuer, authorizing the offer of securities	Shareholder resolution: Resolution passed by shareholders of the Issuer dated May 30, 2014 pursuant to section 180 (1)(a) and (c) of the Companies Act. Resolution passed by shareholders of the Issuer dated August 23, 2021 pursuant to sections 42 and 71 of the Companies Act. Copies of the said shareholder resolutions are annexed herewith and marked as Schedule III .
Kinds of securities offered (i.e. whether shares or debenture) and class of security; the total number of shares or debentures or other securities to be issued	In aggregate up to INR 4000,000,000 (Indian Rupees four thousand million only) senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable, non-convertible debentures.
Price at which the security is being offered, including premium if any, along with justification of the price	The Debentures are being offered at face value of INR 1000,000 (Rupees one million only) per Debenture at par
Name and address of the valuer who performed valuation of the security offered and basis on which the price has been arrived at along with report of the registered valuer	Not applicable as the Debentures are being issued at par
Relevant date with reference to which the price has been arrived at	Not Applicable
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer);	Not applicable
The change in control, if any, in the Issuer that would occur consequent to the private placement	No change in control would occur consequent to the private placement.
The number of persons to whom allotment on preferential basis/ private	None

placement/ rights issue has already been made during the year, in terms of number of securities as well as price.									
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable								
Amount, which the Issuer intends to raise by way of proposed offer of securities	Up to INR 4000,000,000 (Indian Rupees four thousand million only).								
Terms of raising of securities:	<table border="1"> <tr> <td style="background-color: #e0e0e0;">Duration, if applicable</td> <td>From the Deemed Date of Allotment until June 28, 2024</td> </tr> <tr> <td style="background-color: #e0e0e0;">Rate of Interest</td> <td>6.1% per annum</td> </tr> <tr> <td style="background-color: #e0e0e0;">Mode of Payment</td> <td>RTGS / NEFT</td> </tr> <tr> <td style="background-color: #e0e0e0;">Mode of Repayment</td> <td>RTGS / NEFT</td> </tr> </table>	Duration, if applicable	From the Deemed Date of Allotment until June 28, 2024	Rate of Interest	6.1% per annum	Mode of Payment	RTGS / NEFT	Mode of Repayment	RTGS / NEFT
Duration, if applicable	From the Deemed Date of Allotment until June 28, 2024								
Rate of Interest	6.1% per annum								
Mode of Payment	RTGS / NEFT								
Mode of Repayment	RTGS / NEFT								
Proposed time schedule for which the Information Memorandum is valid	The Issue will open at 10 am and close at 11 am and shall be valid during the regular business hours on September 27, 2021.								
Purpose and objects of the Issue	<p>The funds raised by the Issue shall be utilised by the Issuer in compliance with the provisions of the Applicable Laws for general corporate purposes including payment of fees and expenses in connection with the Issue, construction related expenses, working capital ,repayment of existing financials indebtedness (including repayment of debt from Mindspace REIT), interim investments in cash equivalent investments, direct or indirect acquisition of assets or commercial properties and for providing loans to the special purpose vehicles of Mindspace REIT (directly or indirectly) for meeting their construction related expenses, working capital or general corporate requirements, including interim investments in cash equivalent investments, repayment of their existing financial indebtedness, for providing inter-company deposits to the special purpose vehicles of Mindspace REIT financing their operations, and/or acquisition of commercial properties directly or indirectly by way of purchase of any securities of other entities holding commercial properties, each in accordance with Applicable Laws.</p> <p>The utilisation shall be in the following specified manner, wherein the information may differ from the actual numbers to the extent of approximations or use of rounded numbers:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="background-color: #e0e0e0;">Objects of the Issue</th> <th style="background-color: #e0e0e0;">%</th> </tr> </thead> <tbody> <tr> <td style="background-color: #e0e0e0;">Repayment of existing financial indebtedness (including repayment of</td> <td style="background-color: #e0e0e0;">99%*</td> </tr> </tbody> </table>	Objects of the Issue	%	Repayment of existing financial indebtedness (including repayment of	99%*				
Objects of the Issue	%								
Repayment of existing financial indebtedness (including repayment of	99%*								

	debt from Mindspace REIT)	
	General corporate purposes including payment of fees and expenses in connection with the Issue	1%*
	Total	100%
	<p>*N.B.: Note that the percentages denoted above are a realistic and conservative estimate of the proposed utilisation of proceeds arising in relation to the Debentures as on the date of this Information Memorandum. However, there may be a variation of not more than 2% in the above figures on account of certain operational and commercial factors.</p>	
Contribution being made by the Promoter or directors of the either as part of the offer or separately in furtherance of the object	Not Applicable	
Principal terms of assets charged as security, if applicable	<p>(a) The Issuer shall on or prior to the Deemed Date of Allotment enter into necessary documents creating or evidencing the creation of:</p> <ul style="list-style-type: none"> (i) First ranking exclusive charge by way of equitable mortgage over Mortgaged Immovable Properties in favour of the Debenture Trustee; (ii) First ranking exclusive charge by way of hypothecation over the Hypothecated Properties in favour of the Debenture Trustee; (iii) the General Power of Attorney in relation to the Mortgaged Immoveable Properties in favour of the Debenture Trustee in consideration of the Debenture Holders subscribing to the Debentures and in furtherance to the exclusive mortgage over the Mortgaged Immoveable Properties created by the Issuer in favour of the Debenture Trustee therefore, being a power coupled with interest; and (iv) the Special Power of Attorney in relation to the Mortgaged Immoveable Properties in relation to the Mortgaged Immoveable Properties in favour of the Debenture Trustee in consideration of the Debenture Holders subscribing to the Debentures and in furtherance to the exclusive mortgage over the Mortgaged Immoveable Properties created by the Issuer in favour of the Debenture Trustee therefore, being a power coupled with interest. <p>(b) Mindspace REIT shall issue the Guarantee in favour of the Debenture Trustee to unconditionally guarantee the obligations under the Debentures from and on the Pay In Date until the Final Settlement</p>	

	<p>Date.</p> <p>The Transaction Security in relation to the Debentures shall be created on or prior to the Deemed Date of Allotment.</p> <p>The Issuer shall take all necessary actions and enter into and deliver any or all documents which are required by the Debenture Trustee so that the security is created by or pursuant to the relevant Security Documents on or prior to the Deemed Date of Allotment. Furthermore, the security created pursuant to the relevant Security Documents shall be perfected within 30 (thirty) days from the date of execution of the relevant Security Documents, or such other timeline as may be specified in the Debenture Trust Deed.</p> <p>More detailed terms pertaining to the Debentures and the security being created in connection with the Debentures are captured in the section titled “Summary of Terms” of this Information Memorandum and the Transaction Documents.</p>
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Issuer and its future operations	No significant or material orders have been passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations.

III. Pre-issue and Post-issue shareholding pattern of the Issuer

Sl. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual				
	Bodies Corporate	Nil	Nil		
2	Others				
	Mindspace Business Parks REIT	25071870	89.00	25071870	89.00
	Mindspace Business Parks REIT jointly with Ravi Raheja	1	-	1	-
	Mindspace Business Parks REIT jointly with Neel Raheja	1	-	1	-

	Mindspace Business Parks REIT jointly with Vinod Rohira	1	-	1	-
	Mindspace Business Parks REIT jointly with Preeti Chheda	1	-	1	-
	Mindspace Business Parks REIT jointly with Pankaj Gupta	1	-	1	-
3	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub-Total (A)	25071875	89.00	25071875	89.00
B	Non-promoters' holding				
1	Institutional investors	Nil	Nil	Nil	Nil
2	Non-Institutional Investors				
	Private Corporate bodies	Nil	Nil	Nil	Nil
	Directors and relatives	Nil	Nil	Nil	Nil
	Indian Public	Nil	Nil	Nil	Nil
	Others Andhra Pradesh Industrial Infrastructure Corporation Ltd	3098775	11.00	3098775	11.00
	Sub-Total (B)	3098775	11.00	3098775	11.00
	GRAND TOTAL	28170650	100.00	28170650	100.00

Since the debentures are being offered through private placement, there is no change in Equity Shareholding of the Issuer.

IV. Disclosure with regard to interest of the directors of the Issuer, litigation, etc.

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons	Nil
Details of any litigation or legal	As of June 30, 2021, Mindspace REIT does not have any pending criminal matters or regulatory actions against it, or any civil/

action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoter of the Issuer during the last 3 (three) years immediately preceding the year of the circulation of this Information Memorandum and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.	commercial litigation pending involving it.																									
Remuneration of directors of the Issuer (during the current year and the last 3 (three) financial years).	NIL																									
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of circulation of this Information Memorandum including with regard to loans made or, guarantees given or securities provided	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="5" style="text-align: right; padding: 5px;">Amount in millions (INR)</th> </tr> <tr> <th style="padding: 5px;">Particulars of Loan made (Closing Balance)</th> <th style="padding: 5px;">As on 30th June 2021</th> <th style="padding: 5px;">As on 31st March 2021</th> <th style="padding: 5px;">As on 31st March 2020</th> <th style="padding: 5px;">As on 31st March 2019</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Newfound Properties and Leasing Private Limited</td> <td style="text-align: center; padding: 5px;">-</td> <td style="text-align: center; padding: 5px;">-</td> <td style="text-align: center; padding: 5px;">6711</td> <td style="text-align: center; padding: 5px;">5969</td> </tr> <tr> <td style="padding: 5px;">Gigaplex Estate Private Limited</td> <td style="text-align: center; padding: 5px;">195</td> <td style="text-align: center; padding: 5px;">195</td> <td style="text-align: center; padding: 5px;">-</td> <td style="text-align: center; padding: 5px;">-</td> </tr> <tr> <td style="padding: 5px;">Horizonview Properties Private Limited</td> <td style="text-align: center; padding: 5px;">690</td> <td style="text-align: center; padding: 5px;">790</td> <td style="text-align: center; padding: 5px;">-</td> <td style="text-align: center; padding: 5px;">-</td> </tr> </tbody> </table> <p style="padding: 5px;">Security and corporate guarantee extended to secure the 10 Year G-Sec Linked, Secured, Listed, Senior, Taxable Non-Cumulative, Rated, Principal Protected – Market Linked, Redeemable, Non-Convertible Debentures aggregating to INR 3750,000,000 (Indian Rupees three thousand seven hundred fifty million) issued by Mindspace REIT in favour of the IDBI Trusteeship Services Limited.</p>	Amount in millions (INR)					Particulars of Loan made (Closing Balance)	As on 30th June 2021	As on 31st March 2021	As on 31st March 2020	As on 31st March 2019	Newfound Properties and Leasing Private Limited	-	-	6711	5969	Gigaplex Estate Private Limited	195	195	-	-	Horizonview Properties Private Limited	690	790	-	-
Amount in millions (INR)																										
Particulars of Loan made (Closing Balance)	As on 30th June 2021	As on 31st March 2021	As on 31st March 2020	As on 31st March 2019																						
Newfound Properties and Leasing Private Limited	-	-	6711	5969																						
Gigaplex Estate Private Limited	195	195	-	-																						
Horizonview Properties Private Limited	690	790	-	-																						

Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of circulation of this Information Memorandum and of their impact on the financial statements and financial position of the Issuer and the corrective steps taken and proposed to be taken by the Issuer for each of the said reservations or qualifications or adverse remark	Nil
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of circulation of private placement offer cum application letter in the case of the Issuer. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Information Memorandum and if so, section-wise details thereof for the Issuer and all of its subsidiaries	Nil
Details of acts of	Nil

material frauds committed against the Issuer in the last 3 (three) years, if any, and if so, the action taken by the Issuer	
-----------------------------------------------------------------------------------------------------------------------------	--

V. Financial position of the Issuer

The capital structure of the Issuer in the following manner in a tabular form:

a	The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Authorised capital: 28,200,000 equity shares of INR 10 each. – INR 282,000,000/- Issued, subscribed and fully paid-up: 28,170,650 equity shares of INR 10 each, fully paid-up – INR 281,706,500/-
b	Size of the Present Issue	Up to 4000 (four thousand) senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable, non-convertible debentures aggregating to INR 4000,000,000 (Indian Rupees four thousand million only) pursuant to this Information Memorandum.
c	Paid-up Capital: a. After the offer: b. After the conversion of Convertible Instruments (if applicable)	a. Not applicable. b. Not applicable
d	Share Premium Account: a. Before the offer: b. After the offer:	Before the Offer - Security Premium – INR 384,606,822/- (Indian Rupees three hundred eighty four million six hundred six thousand eight hundred eighty two) After the Offer - Security Premium – INR 384,606,822/- (Indian Rupees three hundred eighty four million six hundred six thousand eight hundred eighty two)
e	Details of the existing share capital of the Issuer in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration.	As set out in Schedule VIII of this Information Memorandum.
f	Details of allotments (number and price at which each of the allotments were made) of shares made by	The Company has not made allotment of any kind of securities for cash or consideration other than cash in the last one year preceding the date of this Document.

	the Issuer in the last 1 (One) year preceding the date of the offer letter for Consideration other than cash																					
g	Profits of the Issuer, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Information Memorandum	<table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 15%;">Particulars</th> <th style="width: 15%;">Qtr ended June-21 (In Millions)</th> <th style="width: 15%;">FY 2020-21 (In millions)</th> <th style="width: 15%;">FY 2019-20 (In millions)</th> <th style="width: 15%;">FY 2018-19 (In millions)</th> </tr> </thead> <tbody> <tr> <td>Profit Before Tax (PBT)</td> <td>689</td> <td>2,006</td> <td>1,535</td> <td>1,264</td> </tr> <tr> <td>Profit after Tax (PAT)</td> <td>486</td> <td>1,644</td> <td>1,172</td> <td>1,441</td> </tr> </tbody> </table>	Particulars	Qtr ended June-21 (In Millions)	FY 2020-21 (In millions)	FY 2019-20 (In millions)	FY 2018-19 (In millions)	Profit Before Tax (PBT)	689	2,006	1,535	1,264	Profit after Tax (PAT)	486	1,644	1,172	1,441					
Particulars	Qtr ended June-21 (In Millions)	FY 2020-21 (In millions)	FY 2019-20 (In millions)	FY 2018-19 (In millions)																		
Profit Before Tax (PBT)	689	2,006	1,535	1,264																		
Profit after Tax (PAT)	486	1,644	1,172	1,441																		
h	Dividends declared by the Issuer in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)	<table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 15%;">Particulars</th> <th style="width: 15%;">Qtr ended June-21 (In Millions)</th> <th style="width: 15%;">FY 2020-21 (In millions)</th> <th style="width: 15%;">FY 2019-20 (In millions)</th> <th style="width: 15%;">FY 2018-19 (In millions)</th> </tr> </thead> <tbody> <tr> <td>Dividend</td> <td>780</td> <td>1,412</td> <td>-</td> <td>282</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 15%;">Particulars</th> <th style="width: 15%;">Qtr ended June-21 (In Millions)</th> <th style="width: 15%;">For financial year ending March 31, 2021</th> <th style="width: 15%;">For financial year ending March 31, 2020</th> <th style="width: 15%;">For financial year ending March 31, 2019</th> </tr> </thead> <tbody> <tr> <td>Interest Service Coverage Ratio</td> <td>5.38</td> <td>3.48</td> <td>2.57</td> <td>2.43</td> </tr> </tbody> </table>	Particulars	Qtr ended June-21 (In Millions)	FY 2020-21 (In millions)	FY 2019-20 (In millions)	FY 2018-19 (In millions)	Dividend	780	1,412	-	282	Particulars	Qtr ended June-21 (In Millions)	For financial year ending March 31, 2021	For financial year ending March 31, 2020	For financial year ending March 31, 2019	Interest Service Coverage Ratio	5.38	3.48	2.57	2.43
Particulars	Qtr ended June-21 (In Millions)	FY 2020-21 (In millions)	FY 2019-20 (In millions)	FY 2018-19 (In millions)																		
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Particulars	Qtr ended June-21 (In Millions)	For financial year ending March 31, 2021	For financial year ending March 31, 2020	For financial year ending March 31, 2019																		
Interest Service Coverage Ratio	5.38	3.48	2.57	2.43																		

- i. A summary of the financial position of the Issuer as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this Information Memorandum:

S.No.	Particulars	Preceding Year 1	Preceding Year 2	Preceding Year 3
I.	Equity and Liabilities			

1.	<i>Shareholder's funds</i>			
a.	Share Capital	282	282	282
b.	Reserves and Surplus	3145	2913	2081
c.	Money received against share warrants			
2.	<i>Share application money pending allotment</i>	-	-	-
3.	<i>Non - current liabilities</i>			
a.	Long term borrowings	8673	13608	12140
b.	Deferred tax liability	137	134	48
c.	Other long-term liabilities	663	593	139
4.	<i>Current liabilities</i>			
a.	Short term borrowings	91	498	334
b.	Trade payables	194	125	123
c.	Other current liabilities	2078	2157	2204
d.	Short- term provisions	0	0	0
	Total	15263	20310	17351
II.	Assets			
1.	<i>Non-current assets</i>			
a.	Fixed Assets			
	-Tangible	11990	11418	8475
	-Intangible	-	-	-
	Investment property under construction / Capital work-in-progress	796	517	1261
b.	Non- current investment	-	-	-
c.	Long term loans & advances	985	-	-
d.	Deferred tax assets			
e.	Other non-current assets	1086	805	928
2.	<i>Current assets</i>			
a.	Current investments			
b.	Inventories	5	5	6
c.	Trade receivables	51	40	66
d.	Cash and cash equivalents	125	66	49
e.	Short term loans & advances		6711	5969
f.	Other current assets	225	748	597
	Total	15263	20310	17351

j. **Audited Cash Flow statement for the three years immediately preceding the date of issue of the Information Memorandum**

(Amount in Millions)

	Particulars	31 March 2021	31 March 2020	31 March 2019
A	Cash flow from operating activities			
	Profit before tax	2,006	1,535	1,264
	<i>Adjustments for</i>			
	Depreciation expense	299	247	445
	(Gain) on sale of property, plant and equipment			-8
	Finance costs	931	1,132	1,118
	Interest income	(311)	(594)	(621)
	Other comprehensive income	(0)	0	0

	Gain on redemption of mutual fund units	(1)	-	-
	Liabilities no longer written back	(24)	(0)	(3)
	Advances written off	0	0	2
	Provision for Doubtful Debts (net)	2	1	-
	Operating profit before working capital changes	2,902	2,321	2,197
	Movement in working capital			
	(Increase) / Decrease in inventories	(0)	1	0
	(Increase) / Decrease in trade receivables	(13)	26	(13)
	(Increase) in other financial assets and other assets	(630)	(37)	43
	Increase/(Decrease) in trade and other payables	69	1	14
	Increase in Other financial liabilities, other liabilities and provisions	113	383	61
				-
	Cash generated from operations	2,441	2,695	2,302
	Direct taxes paid (net of refund received)	(170)	(345)	(286)
	Net cash flows generated from operating activities (A)	2,271	2,350	2,016
B	Cash flow from investing activities			
	Payments made for expenditure on Investment property under construction / Investment property	(770)	(2,153)	(1,249)
	Purchase of property, plant and equipment	(5)	(0)	(1)
	Loans given to body corporates	(2,731)	(6,620)	(6,516)
	Investment in mutual fund	(1,017)	-	-
	Proceeds from redemption of investment in mutual fund	1,018	-	-
	Proceeds on repayment of loans given	8,457	5,879	5,808
	Interest received	837	620	495
	Investments in fixed deposit (net)	(24)	(22)	37
	Proceeds from sale of property, plant and equipment	-	0	16
	Net cash flows generated from / (used in) investing activities (B)	5,765	(2,296)	(1,410)
C	Cash flows from financing activities			
	Repayment of non-current borrowings	(9,894)	(4,496)	(4,441)
	Proceeds from non-current borrowings	4,620	5,870	4,947
	Repayment of current borrowings	-	(1,300)	-
	Proceeds from current borrowings	-	1,300	-
	Finance costs paid	(880)	(1,231)	(1,102)
	Lease liability	(4)	(3)	-
	Dividend paid	(1,412)	(340)	-

			0
	Net cash (used in) financing activities (C)	(7,570)	(200)
D	Net increase / (Decrease) in cash and cash equivalents (A+B+C)	466	(146)
E	Cash and cash equivalents at the beginning of the year	(432)	(286)
F	Cash and cash equivalents at the end of the year (D + E)	34	(432)
	Reconciliation of Cash and cash equivalents with the Balance Sheet		
	1. Cash and cash equivalents		
	Cash on hand	1	1
	Balance with banks		
	- in current accounts	14	16
	Other Bank balances	110	49
	Less : Bank Overdraft	(91)	(334)
		34	(432)

k. **Any change in accounting policies during the last 3 (three) years and their effect on the profits**

There has been no change in significant accounting policy during the last three years.

APPLICATION PROCESS

Issue

Issue of the Debentures with a face value of INR 1000,000 (Rupees one million only) each, for an aggregate principal amount of up to INR 4000,000,000 (Indian Rupees four thousand million only) on a private placement basis not open for public subscription.

Compliance with laws

The Issue of Debentures is being made in compliance with the Companies Act & rules made thereunder, the SEBI Debt Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Debenture Trustees) Regulations, 1993 and amendments thereto, circulars enacted thereunder, and other applicable laws in this regard.

Who Can Apply

This Information Memorandum and the contents hereof are restricted to only the intended recipient(s) who have been addressed directly through a communication by or on behalf of the Issuer, and only such recipients are eligible to apply for the Debentures.

Who Cannot Apply

The entities apart from the “Eligible Investors” as set out in “Issue Details”, shall not be eligible to participate in the Issue and any applications from such persons and entities shall be rejected.

Prospective subscribers must make their own independent evaluation and judgment regarding their eligibility to invest in the Issue. Prior to making any investment in these Debentures, each investor should satisfy and assure herself/himself/itself that it is authorized and eligible to invest in these Debentures. The Investment Manager shall be under no obligation to verify the eligibility/authority of the investor to invest in these Debentures.

DISCLAIMER: AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME SUBJECT TO THE PROVISIONS OF THE CIRCULAR ISSUED BY SEBI DATED JANUARY 5, 2018 WITH RESPECT TO ELECTRONIC BOOK MECHANISM FOR ISSUANCE OF DEBENTURES ON A PRIVATE PLACEMENT BASIS READ WITH THE APPLICABLE OPERATING GUIDELINES ISSUED BY THE STOCK EXCHANGE. THE LIST OF DOCUMENTS PROVIDED ABOVE IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS / AUTHORIZATIONS / INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE ISSUER. THE ISSUER MAY, BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS / INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE ISSUER DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/ GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE ISSUER IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE ISSUER REQUIRED TO CHECK OR CONFIRM THE SAME.

How to Apply

Application(s) for the Debentures must be made by submitting the Applications Form which must be completed in block letters in English substantially in the format as set out in **Schedule VI**. Application

form must be accompanied by electronic fund transfer instruction as per below details.

The payment can be made by Real Time Gross Settlement (RTGS) / NEFT by crediting the funds to the account of the clearing corporation of the Stock Exchange selected by the Issuer for pay-in of subscription monies as prescribed under the electronic book building procedure i.e. the Bank Account (ICCL). The details of the Bank Account (ICCL) are as given below:

Beneficiary Name	INDIAN CLEARING CORPORATION LTD
Name of Beneficiary Bank	ICCLEB
Account number of Beneficiary Bank	ICICI Bank
IFSC Code of Beneficiary Bank	ICIC0000106

The subscription monies transferred to the Bank Account (ICCL) , by the applicants successful under the electronic book building procedure will subsequent to the fulfilment of procedural requirements under the applicable law, be transferred to the Subscription Account with the Subscription Account Bank. The details of the Subscription Account are as follows:

Beneficiary Name	Sundew Properties Limited
Address of Beneficiary	Mindspace Cyberabad, S. No. 64(Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad, Telangana-500081. Phone: +91-40-6628 0000 Fax No. +91-40-6628 0065 Website: www.sundewproperties.com
Name of Beneficiary Bank and Address	ICICI Bank Limited ICICI Bank Towers, Bandra Kurla Complex, Bandra East, Mumbai 400051
Account number of Beneficiary Bank	777705001819
Account Name	Sundew Properties Limited- Interest Payment Account

The applications must be accompanied by certified true copies of (i) a letter of authorization, and (ii) specimen signatures of authorised signatories.

Instructions for filling up the application form

- 1) Application must be completed in BLOCK LETTERS IN ENGLISH. A blank must be left between two or more parts of the name.
- 2) Signatures should be made in English.
- 3) The Debentures are being issued at par to the face value. Full amount has to be paid on application per Debenture applied for. Applications for incorrect amounts are liable to be rejected. Face Value: INR 1000,000 (Rupees one million only) each.
- 4) Money orders or postal orders will not be accepted. The payments can be made by NEFT/ RTGS, the details of which are given above. Payment shall be made from the bank account of the person subscribing. In case of joint-holders, monies payable shall be paid from the bank account of the person whose name appears first in the application.
- 5) No cash will be accepted.

- 6) The applicant should mention its permanent account number or the GIR number allotted to it under the Income Tax Act, 1961 and also the relevant Income-tax circle/ward/District.
- 7) Applications under power of attorney/relevant authority

In case of an application made under a power of attorney or resolution or authority to make the application a certified true copy of such power of attorney or resolution or authority to make the application and the memorandum and articles of association and/or bye-laws of the investor must be attached to the application form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason therefore. Further any modifications / additions in the power of attorney or authority should be notified to the Issuer at its registered office. Names and specimen signatures of all the authorised signatories must also be lodged along with the submission of the completed application.

- 8) An application once submitted cannot be withdrawn. The applications should be submitted during normal banking hours at the office mentioned below:

Address: Raheja Tower, Block 'G', C-30, Bandra Kurla Complex Bandra
(East) Mumbai 400051

Attention: Ms. Saadiya Naidu

- 9) The applications would be scrutinised and accepted as per the terms and conditions specified in this Information Memorandum.
- 10) Any application, which is not complete in any respect, is liable to be rejected.
- 11) The investor / applicant shall apply for the Debentures in electronic, i.e., dematerialised form only. Applicants should mention their Depository Participant's name, DP-ID and Beneficiary Account Number in the application form. In case of any discrepancy in the information of Depository/Beneficiary Account, the Issuer shall be entitled to not credit the beneficiary's demat account pending resolution of the discrepancy.

The applicant is requested to contact the office of the Issuer as mentioned above for any clarifications.

Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

The Issue is governed by the provisions of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Over and above the aforesaid terms and conditions, the Debentures, if any issued under this Information Memorandum, shall be subject to this Information Memorandum, the Debenture Trust Deed and also be subject to the provisions of the constitutional documents of the Issuer.

Option to Subscribe

The Issuer has made arrangements for issue and holding of the Debentures in dematerialized form.

Right to NCD holders:

The Debentures shall not, confer upon the Debenture Holders thereof any rights or privileges available to the shareholders of the Issuer.

Right to accept or reject applications

The Issuer reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof subject to the provisions of the circular issued by SEBI dated January 5, 2018 with respect to electronic book mechanism for issuance of debentures on a private placement basis read with the applicable operating guidelines issued by the stock exchange. The rejected applicants will be intimated along with the refund warrant, if applicable, to be sent. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- 1) incomplete application forms;
- 2) applications exceeding the Issue size;
- 3) bank account details have not been provided;
- 4) details for issue of Debentures in electronic / dematerialised form not given;
- 5) PAN or GIR No. and the income tax circle / ward / district is not given;
- 6) in case of applications made through power of attorneys, if the relevant documents are not submitted.

The full amount of Debenture has to be submitted along with the application form.

Allotment

The Debentures allotted to investor in dematerialized form would be directly credited to the beneficiary account as given in the application form after verification. The Debentures will be credited to the account of the allottee(s) as soon as practicable but in any event within 2 (two) working days from the date of closure of the Issue.

Register of Debentures Holder(s)

A register of all Debenture holder(s) containing necessary particulars of the Debenture holders will be maintained with the Depository. The Issuer shall at all times duly maintain all details of Debenture Holders in the form and manner as required under Applicable Laws.

Tax Deduction at Sources

All payments to be made by the Issuer to a Debenture Holder in accordance with the provisions of the Debenture Trust Deed and other transaction documents, including any outstanding nominal value, all other payments upon redemption of the Debentures, shall be made free and clear of and without any deduction or withholding for or on account of tax unless the Issuer is required to make a tax deduction by the applicable law in which case the Issuer shall make that tax deduction in accordance with and within the time prescribed by the applicable law and deliver to the relevant Debenture Holder a tax deduction certificate in the format prescribed and within the time prescribed under the applicable laws.

Transfer / Transmission/Trading of Debentures

The Debentures shall be transferable freely to all classes of Eligible Investors. It is clarified that the Debentures are not intended to be held by any category of persons who are not Eligible Investors. Subject to the foregoing, the Debentures may be transferred and/or transmitted in accordance with the applicable provisions of the applicable laws. The Debentures held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by depositories and the relevant Depository Participants of the transferor or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, Coupon will be paid/redemption will be made to the person, whose name appears in the register of Debenture holders maintained by the Depositories. In

such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer.

Provided further that nothing in this section shall prejudice any power of the Issuer to register as Debenture holder any person to whom the right to any Debenture of the Issuer has been transmitted by operation of law.

Subject to the terms of the Debenture Trust Deed, the normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's Depository Participant account to its Depository Participant. The Issuer undertakes that there will be a common transfer form / procedure for transfer of debentures.

The Debentures shall be issued only in dematerialised form in compliance with the provisions of the Depositories Act, 1996 (as amended from time to time), any other applicable regulations (including of any relevant stock exchange) and these conditions. No physical certificates of the Debentures would be issued.

Authority for the placement

This private placement of Debentures is being made pursuant to the resolution passed by the board of directors of the Issuer dated August 12, 2021, authorising the Issuer to borrow monies by way of issue of non-convertible debentures.

The Issuer can carry on its existing activities and future activities planned by it in view of the existing approvals, and no further approvals from any Government authority are required by the Issuer to carry on its said activities. Note that no prior consent of any third party, including any lender, is required for the creation and perfection of the Transaction Security, as on the date of this Information Memorandum.

Record Date

This will be 15 (fifteen) calendar days prior to the payment date. The list of beneficial owner(s) provided by the Depository as at the end of day of Record Date shall be used to determine the name(s) of person(s) to whom the Coupon and/or principal instalment is to be paid notwithstanding any subsequent transfer by the existing Debenture Holders after the Record Date.

Effect of Holidays

As specified in Rows 53 (*Business Day*) and 54 (*Business Day Convention*) in the section titled "**Summary of Terms**" of this Information Memorandum

Redemption on Maturity of Debenture

The Issuer shall pay, in respect of each outstanding Debenture, an amount that is equal to the outstanding principal amount of that Debenture as on June 28, 2024 and any accrued but unpaid Coupon applicable to the principal amount of each Debenture is payable annually.

The details of the settlement mechanism upon redemption of Debentures have been specified under "Issue Details".

Resolution for pre and post issue related difficulties

The investor may contact the Issuer in case of any pre -issue / post-issue related problems such as non-receipt of credit of debentures / refund orders etc.

Debentures to Rank Pari-Passu

The Debentures of this Issue shall rank *pari-passu* inter-se without preference or priority of one other or others.

Payments at Par

Payment of the principal, all Coupon and other monies will be made to the registered Debenture holder(s)/ beneficial owner(s) and in case of joint holders to the one whose name stands first in the register of Debenture holder(s) / in the list of beneficial owner(s) provided to the Issuer by the Depository. Such payment shall be made through electronic clearing services (ECS), real time gross settlement (RTGS), direct credit or national electronic fund transfer (NEFT). Upon failure of the Issuer to make the relevant payments through the aforesaid mode, the Issuer shall pay the redemption, Coupon and all other amounts to the registered debenture holders by way of demand draft(s)/credit in the name of the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date. The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL/ CDSL and accordingly the account of the Debenture Holder(s) with NSDL/ CDSL will be adjusted.

Tax Benefits

There are no specific tax benefits attached to the Debentures. Investors are advised to consider the tax implications of their respective investment in the Debentures.

All the rights and remedies of the Debenture holder(s) shall vest in and shall be exercised by the Debenture Trustees without having it referred to the Debentures holder(s).

Payment Instruments (if applicable)

Loss of any payment instrument, if applicable, should be intimated to the Issuer along with the request for issue of a duplicate payment instrument(s), if applicable. If any payment instrument(s), if applicable, is lost, stolen, or destroyed, then upon production of proof thereof, to the satisfaction of the Issuer and upon furnishing such indemnity, as the Issuer may deem adequate and upon payment of any expenses incurred by the Issuer in connection thereof, new payment instrument(s), if applicable shall be issued. Payments shall be made through electronic mode only. Upon failure of the Issuer to make the relevant payments through the aforesaid mode, the Issuer shall pay the redemption, Coupon and all other amounts to the registered debenture holders by way of demand draft(s)/credit in the name of the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date. The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL/ CDSL and accordingly the account of the Debenture Holder(s) with NSDL/ CDSL will be adjusted.

Refunds

In case of delay in listing of the Debentures beyond 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, the Issuer shall pay a penal interest of 1% (one per cent.) per annum over and above the Coupon which shall be computed on and from the date falling on the expiry of 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, until the Debentures are listed on the Stock Exchange.

Notices

Any communication to be made under or in connection with the Debentures and the Transaction

Documents shall be in accordance with the provisions of Clause 19 (*Notices*) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed.

All transfer related documents, tax exemption certificates, intimation for loss of allotment resolutions/Debenture(s), etc., requests for issue of duplicate documents and/or any other notice / correspondence by the Debenture holder(s) to the Issuer with regard to the Issue should be sent in the manner and to the persons specified by the Issuer in the Transaction Documents.

Sharing of Information

The Issuer may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Debenture holders available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer or its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

Debentures subject to the Debenture Trust Deed, etc.

Over and above the aforesaid terms and conditions, the Debentures, issued under this Information Memorandum, shall be subject to prevailing guidelines/regulations of RBI and other authorities and also be subject to the provisions of the Debenture Trust Deed and all documents to be entered into by the Issuer in relation to the Issue, including this Information Memorandum, the Debenture Trust Deed and other transaction documents.

Governing Law

The Debentures are governed by and will be construed in accordance with Indian law. The Issuer and Issuer's obligations under the Debentures shall, at all times, be subject to the directions of RBI, SEBI and stock exchanges and other applicable regulations from time to time. The applicable jurisdiction has been specified in Row 77 (*Governing Law and Jurisdiction*) in the section titled "**Summary of Terms**".

Conflict

This Information Memorandum supersedes all previous deeds, documents arrangements, agreements, memoranda of understanding including any term sheet that may have been entered into by the Issuer with the Debenture Holders and/or the Debenture Trustee in connection with the Debentures and in the event of any conflict or inconsistency with such documents, deeds and agreements the provisions of this Information Memorandum shall prevail. However, in case of any repugnancy, inconsistency or where there is a conflict between the conditions as are stipulated in this Information Memorandum and the Debenture Trust Deed executed by the Issuer, the provisions as contained in the Debenture Trust Deed shall prevail and override the provisions of such Information Memorandum.

Investor Relation and Grievance Redressal

Arrangements have been made to redress investor grievances expeditiously. The Issuer endeavours to resolve the investors' grievances within promptly upon receipt. All grievances related to the Issue quoting the application number (including prefix), number of Debentures applied for, amount paid on application, may be addressed to the Registrar and Transfer Agent / Compliance Officer. All investors are hereby informed that the Issuer has appointed a Registrar and Transfer Agent / Compliance Officer who may be contacted in case of any problem related to this Issue.

MATERIAL DOCUMENTS

Material Contracts and Agreements

Set out below is the statement containing particulars of, dates of, and parties to all material contracts and agreements of the Issuer:

- (a) Constitutional documents of the Issuer including the memorandum of association, the articles of association and the certificate of incorporation.
- (b) Debenture Trust Deed dated on or about this Information Memorandum to be executed between the Issuer, Mindspace REIT and the Debenture Trustee for recording the terms and conditions and stipulations pursuant to which the Debentures are being issued.
- (c) Debenture Trustee Agreement executed between the Issuer and the Debenture Trustee for the appointment of the Debenture Trustee in relation to the issue of Debentures.
- (d) Credit rating letter dated August 25, 2021 assigning final credit rating for the Debentures from the Credit Rating Agency, which was further revalidated on September 16, 2021.
- (e) Consent from Catalyst Trusteeship Limited to act as debenture trustee vide their letter dated July 27, 2021.
- (f) Copy of the resolution(s) of the board of directors and the shareholders of the Issuer authorizing, *inter alia*, issue of the Debentures on private placement basis dated August 12, 2021 and August 23, 2021, respectively.
- (g) Security Documents.
- (h) Accounts Agreement.

Copies of the contracts and documents may be inspected at the Registered Office of the Issuer on any working day.

Future Borrowings

The Issuer shall be entitled from time to time to make further issue of debentures or any other instruments to the public, members of the Issuer and /or any other person(s) and to raise further loans, advances or such other facilities from Banks, Financial Institutions and / or any other person(s) on the security or otherwise of its assets, subject to such consents and approvals, as may be required under applicable law or any existing financing agreement(s) and the Debenture Documents and compliance with applicable financial covenants under the existing financing agreement(s) and the Debenture Documents.

SUMMARY OF TERMS

S. No.	Terms	Details
1.	Security Name (Name of the non-convertible securities which includes (Coupon/dividend, Issuer Name and maturity year)	6.1% Sundew Properties Limited [2024] Non-Convertible Debentures
2.	Issuer	Sundew Properties Limited
3.	Debenture Trustee	Catalyst Trusteeship Limited
4.	Custodian (for Mortgage Documents)	IDBI Trusteeship Services Limited
5.	Type of Instrument	Senior, listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures
6.	ISIN	INE424L07018 (NSDL and CDSL) ISIN Description: 6.1% SECURED RATED LISTED REDEEMABLE NON CONVERTIBLE DEBENTURE
7.	Nature of Instrument (Secured or Unsecured)	Secured
8.	Seniority (Senior or Subordinated)	Senior
9.	Eligible Investors	<ul style="list-style-type: none"> • resident individuals, • Hindu undivided family, • trust, • limited liability partnerships, partnership firm(s), • portfolio managers, • association of persons, • companies and bodies corporate including public sector undertakings, • commercial banks, regional rural banks, financial institutions, non-banking financial companies, • insurance companies, • mutual funds/ alternative investment fund (AIF), and any other investor eligible to invest in these Debentures, <p>in each case, as may be permitted under Applicable Law.</p>
10.	Listing (name of stock Exchange(s) where it will be listed and timeline for listing)	BSE Limited Issue Opening Date: September 27, 2021 Issue Closing Date: September 27, 2021 Pay In Date: September 28, 2021

		Deemed Date of Allotment: September 28, 2021								
11.	Rating of the Instrument	Rated “ CRISIL AAA/Stable ” (pronounced as “ CRISIL Triple A rating with stable outlook ”)								
12.	Issue Size	INR 4000,000,000 (Indian Rupees four thousand million only)								
13.	Minimum subscription / application size	Minimum lot size 1								
14.	Option to retain oversubscription (Amount)	Not applicable								
15.	Objects of the Issue / Purpose for which there is requirement of funds	<p>The funds raised by the Issue shall be utilised by the Issuer in compliance with the provisions of the Applicable Laws for general corporate purposes including payment of fees and expenses in connection with the Issue, repayment of existing financial indebtedness (including repayment of debt from Mindspace REIT), interim investments in cash equivalent investments, direct or indirect acquisition of commercial properties and for providing loans to the special purpose vehicles of the Issuer (directly or indirectly) for meeting their construction related expenses, working capital or general corporate requirements, including interim investments in cash equivalent investments, repayment of their existing financial indebtedness, for providing inter-company deposits to the special purpose vehicles of the Issuer financing their operations, and/or acquisition of commercial properties directly or indirectly by way of purchase of any securities of other entities holding commercial properties, each in accordance with Applicable Laws.</p> <p>The utilisation shall be in the following specified manner, wherein the information may differ from the actual numbers to the extent of approximations or use of rounded numbers:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Objects of the Issue</th> <th style="text-align: center;">%</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Repayment of existing financial indebtedness (including repayment of debt from Mindspace REIT)</td> <td style="text-align: center;">99%*</td> </tr> <tr> <td style="text-align: center;">General corporate purposes including payment of fees and expenses in connection with the Issue</td> <td style="text-align: center;">1%*</td> </tr> <tr> <td style="text-align: center;">Total</td> <td style="text-align: center;">100%</td> </tr> </tbody> </table> <p>*N.B: Note that the percentages denoted above are a realistic and conservative estimate of the proposed utilisation of proceeds arising in relation to the Debentures as on the date of this Information Memorandum. However, there may be a variation of not more than 2% in the above figures on account of certain operational and commercial factors.</p>	Objects of the Issue	%	Repayment of existing financial indebtedness (including repayment of debt from Mindspace REIT)	99%*	General corporate purposes including payment of fees and expenses in connection with the Issue	1%*	Total	100%
Objects of the Issue	%									
Repayment of existing financial indebtedness (including repayment of debt from Mindspace REIT)	99%*									
General corporate purposes including payment of fees and expenses in connection with the Issue	1%*									
Total	100%									
16.	In case the issuer is a NBFC and the objects of the issue entail loan to any entity who is a ‘group	Not Applicable								

	company' then disclosures shall be made in the following format	
17.	Details of the utilization of the Proceeds	Same as the row titled "Objects of the Issue / Purpose for which there is requirement of funds"
18.	Coupon Rate	6.1% (Six point one percent) per annum
19.	Coupon	The amount of interest payable in relation to the Debentures in the manner as set out in clause 3.2 (<i>Covenant to pay coupon</i>) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed.
20.	Delay in listing penalty mechanism	In case of delay in listing of the Debentures beyond 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, the Issuer shall pay a penal interest of 1% (one per cent.) per annum over and above the Coupon which shall be computed on and from the date falling on the expiry of 4 (four) working days from the date of closure of the Issue or such other timelines as prescribed under the Applicable Laws, whichever is earlier, until the Debentures are listed on the Stock Exchange.
21.	Step Up/Step Down Coupon Rate	<p>"Rating Downgrade Event" means any downgrade of the credit rating of the Debentures by the Credit Rating Agency or other SEBI registered rating agency including pursuant to any Rating Downgrade Event (REIT).</p> <p>"Rating Downgrade Event (REIT)" means any downgrade of the credit rating of the Debentures by the Credit Rating Agency or any other SEBI registered rating agency pursuant to a fresh rating obtained by the Issuer in relation to the Debentures in the event of any downgrade of the rating of any debenture issued or guaranteed by the Mindspace REIT.</p> <p>"Rating Upgrade Event" means the upgrade of the credit rating of the Debentures by the Credit Rating Agency or any other SEBI registered rating agency.</p> <p>Step Up - The Coupon shall stand increased by 0.25% (zero point two five per cent) over and above the immediately preceding Coupon for each Rating Downgrade Event.</p> <p>Step Down - The Coupon shall stand decreased by 0.25% (zero point two five per cent) over and above the immediately preceding Coupon for each Rating Upgrade Event until the credit rating is restored to the credit rating existing as on the Deemed Date of Allotment, as certified by the Credit Rating Agency.</p> <p>The detailed procedural requirements related to a step-up or step-down in the coupon rate is specified in Clause 3.3 (Coupon Adjustment) of Part A (<i>Statutory/Standard information pertaining to issuance of non-convertible debentures</i>) of the Debenture Trust Deed.</p>

22.	Coupon Payment Frequency	Quarterly Coupon payment, beginning from the end of first full quarter from the Deemed Date of Allotment i.e. December 31, 2021, with last coupon payment being the Scheduled Redemption Date.
23.	Coupon Payment Date(s)	<ul style="list-style-type: none"> • 31 December 2021 • 31 March 2022 • 30 June 2022 • 30 September 2022 • 31 December 2022 • 31 March 2023 • 30 June 2023 • 30 September 2023 • 31 December 2023 • 31 March 2024 • 28 June 2024
24.	(Cumulative / non cumulative, in case of dividend)	Not applicable
25.	Coupon Type (Fixed, floating or other structure)	Fixed
26.	Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	Fixed pricing
27.	Day Count Basis (Actual/Actual)	Actual / Actual
28.	Interest on Application Money	Not applicable
29.	Default Interest Rate	Upon the occurrence of an Event of Default, additional interest @ 2% p.a. over the Coupon will be payable by the Issuer on the outstanding amount of debt for the defaulting period.
30.	Tenor	From Deemed Date of Allotment to June 28, 2024
31.	Scheduled Redemption Date	June 28, 2024
32.	Redemption Amount	The principal amount of all the Debentures, the Coupon and the default interest, in accordance with the provisions of the Debenture Trust Deed
33.	Redemption	<p>Scheduled Redemption</p> <p>The Issuer shall, on the Scheduled Redemption Date, unconditionally pay to, or to the order of, each Debenture Holder whose names appears on its register of beneficial owners as on the Record Date, in INR, the aggregate of the applicable scheduled redemption amount and all other amounts due in respect of the Debentures being redeemed, in accordance with the Debenture Trust Deed and the other</p>

		<p>Transaction Documents.</p> <p>Mandatory Redemption</p> <p>Upon occurrence of a mandatory redemption event (in accordance with the provisions of clause 8 (Mandatory Redemption) of Part B (<i>Details specific to the issue of the Debentures</i>) of the Debenture Trust Deed), the Issuer shall promptly notify the Debenture Trustee and the Debenture Holders shall have the right to require the Issuer to redeem the Debentures issued to and held by them.</p> <p>Upon occurrence of a mandatory redemption event, the Debenture Trustee may, by issuing not less than 30 (thirty) Business Days’ notice to the Issuer, require the Issuer to redeem in full (or as the case may be, in part) all the Debentures then outstanding by paying an amount equal to the mandatory redemption amount in respect of each Debenture. The Debenture Trustee shall notify the mandatory redemption amount payable by the Issuer in the notice specified above, in accordance with the Debenture Trust Deed.</p> <p>The Issuer shall, on the date specified by the Debenture Trustee in the notice, unconditionally pay to, or to the order of, each Debenture Holder whose names appears on its register of beneficial owners as on the Record Date in INR, an amount that is equal to the mandatory redemption amount and all other amounts due in respect of the Debentures being redeemed, in accordance with the Debenture Trust Deed and the other Transaction Documents.</p> <p>“Final Settlement Date” means the date on which all (and not less than all) the Debentures have been redeemed and the outstanding debt (pertaining to the Debentures) has been irrevocably and unconditionally paid and discharged in full to the satisfaction of the Debenture Trustee.</p> <p>There is no pre-agreed put option(s) or call option(s) attached to the Debentures that are exercisable prior to the expiry of 1 year (one year) from the date of issue of the Debentures.</p>
34.	Redemption Premium /Discount	Not applicable
35.	Issue Price	INR 10,00,000/- Per Debenture
36.	Discount at which security is issued and the effective yield as a result of such discount.	Not applicable
37.	Put Date	Not applicable
38.	Put Price	Not applicable
39.	Call Date	Not applicable
40.	Call Price	Not applicable
41.	Put Notification Time (Timelines by which the investor	Not applicable

	need to intimate Issuer before exercising the put)													
42.	Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	Not applicable												
43.	Face Value	INR 1000,000/ (Indian Rupees one million) Per Debenture												
44.	Issue Timing	The Issue will open at 10 am and close at 11 am and shall be valid during the regular business hours on September 27, 2021.												
45.	Issue Opening Date	September 27, 2021												
46.	Issue Closing Date	September 27, 2021												
47.	Date of earliest closing of the issue, if any.	Not applicable												
48.	Pay-in Date	September 28, 2021												
49.	Deemed Date of Allotment	September 28, 2021												
50.	Settlement mode of the Instrument	RTGS, NEFT, electronic clearing services, direct credit												
51.	Depository	NSDL and CDSL												
52.	Disclosure of Coupon / Redemption dates	As specified in the row titled “Coupon Payment Dates” Furthermore, the Issuer hereby agrees and covenants with the Debenture Trustee that it shall, on the Scheduled Redemption Date, unconditionally pay to, or to the order of, each Debenture Holder in INR, the aggregate of the Redemption Amounts in respect of each Debenture being redeemed on the Scheduled Redemption Date in accordance with the Transaction Documents												
53.	Business Day	A day (other than a Saturday or a Sunday) on which banks are open for general business in Mumbai												
54.	Business Day Convention	In accordance with the provisions of (Clause 3.2 (f) (<i>Covenant to pay Coupon</i>) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed												
55.	Settlement/Details of Subscription Account	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Bank</td> <td>ICICI Bank Limited</td> </tr> <tr> <td>Branch</td> <td>Bandra Kurla Complex</td> </tr> <tr> <td>Address</td> <td>ICICI Bank Towers, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051</td> </tr> <tr> <td>Bank Name A/C</td> <td>Sundew Properties Limited - Interest Payment Account</td> </tr> <tr> <td>Bank A/C No</td> <td>777705001819</td> </tr> <tr> <td>RTGS/NEFT IFSC</td> <td>ICIC0000555</td> </tr> </table>	Bank	ICICI Bank Limited	Branch	Bandra Kurla Complex	Address	ICICI Bank Towers, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051	Bank Name A/C	Sundew Properties Limited - Interest Payment Account	Bank A/C No	777705001819	RTGS/NEFT IFSC	ICIC0000555
Bank	ICICI Bank Limited													
Branch	Bandra Kurla Complex													
Address	ICICI Bank Towers, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051													
Bank Name A/C	Sundew Properties Limited - Interest Payment Account													
Bank A/C No	777705001819													
RTGS/NEFT IFSC	ICIC0000555													

56.	Record Date	15 calendar days prior to the date on which the determination of the persons entitled to receive coupon/redemption amount in respect of the Debentures (i.e., persons whose names are registered in the register of Debenture holders or NSDL/CDSL record) shall be made.
57.	All covenants of the issue (including side letters, accelerated payment clause, etc.)	<p>a) Key covenants of the Issue:</p> <ul style="list-style-type: none"> • K Raheja Corp group to maintain at least 26% unit holding and control of Mindspace REIT (directly or indirectly) during the tenure of the Debentures. • At least 50% of the Investment Manager and its management control to be held by K Raheja Corp Group • The Issuer shall ensure that Mindspace REIT holds (directly or indirectly) at least 89% (eighty nine per cent) of the share capital of the Issuer and control the Issuer any point of time • The Sponsors shall continue to remain a member of the K Raheja Corp Group until the Final Settlement Date. • No encumbrance on the shares of the Issuer held by Mindspace REIT • The Group SPVs of the Issuer shall not incur any financial indebtedness which contains terms restricting the Group SPVs from making distributions to the Mindspace REIT other than upon the occurrence of an Event of Default. • The Issuer shall at all times, take all steps to ensure that: (i) it is not rated under the “non- cooperating category” by any credit rating agency registered with the SEBI; and (ii) no credit rating agency registered with the SEBI suspends the credit rating of the Issuer until the discharge of the obligations pursuant to the Debentures. • The Issuer shall not incur any indebtedness which is secured by creation of any encumbrance on the Mortgaged Immoveable Properties (other than the Common Areas), except as specifically permitted under the Debenture Trust Deed. • The shareholder debt availed by the Issuer or any financial indebtedness incurred by the Issuer from any Group (REIT) member shall be subordinated to the Debentures on occurrence of an event of default under the Debentures. • The Issuer shall not (without the prior written approval of the Debenture Trustee): <ul style="list-style-type: none"> a) enter into any transaction of amalgamation, demerger and merger except mentioned in the

		<p>Transaction Documents,</p> <ul style="list-style-type: none">b) corporate reconstruction, reorganization or restructuring if detrimental to the interest of the debenture holdersc) scheme or arrangement or compromise with its financial creditors, lenders or shareholders (as applicable);d) invest in or acquire any business or person on going concern, or the whole or substantially the whole of the assets, property or business of any person or any assets that constitute a division or operating unit of the business of any person:<ul style="list-style-type: none">i. with respect to the Issuer, if completed does not or will not cause a downgrade of the rating of the Debentures or for any debentures/bonds issued by the Issuer and guaranteed by the Mindspace REIT; andii. with respect to the Mindspace REIT, shall be undertaken in with Applicable Laws provided that the financial covenants set out below in this Information Memorandum are complied with and if completed does not or will not cause a downgrade of the rating of Mindspace REIT or any debentures issued by Mindspace REIT. <ul style="list-style-type: none">• The Issuer shall not (without the prior written approval of the Debenture Trustee) enter into –<ul style="list-style-type: none">a) any transaction of amalgamation, demerger, merger outside the Group (REIT)b) Any corporate reconstruction, reorganization or restructuring if detrimental to the interest of the debenture holdersc) Scheme or arrangement or compromise with its financial creditors, lenders or shareholders (as applicable);• The Obligors shall not and shall ensure that the Issuer shall not (without the prior written approval of the Debenture Trustee) dispose off or /and demerge all or any of its assets, property or business, where the aggregate of all such disposals in a Financial Year exceeds 25% of the gross asset value of the Issuer’s assets, as determined in accordance with the latest valuation report. It is clarified that any lease of built-up area by any obligor in the ordinary course of business shall not constitute a breach of this sub-clause; <p>The Issuer shall not grant any financial indebtedness to any entity save and except by way</p>
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		<p>of: (i) the shareholder debt to any entity of the Group (REIT) and/or (ii) pursuant to a permitted acquisition or a forward purchase transaction as defined in debenture trust deed and/or (iii) investments outside Sponsor group subject to the minimum conservative rating of AA of the proposed instruments or / and the investee.</p> <p>As further specified, modified, substituted or replaced in Schedule 5 (<i>Covenants and Undertakings</i>) of the Debenture Trust Deed.</p> <p>b) Side Letters Not applicable</p> <p>c) Accelerated payment clause Upon the occurrence of one or more Events of Default (described below):</p> <ul style="list-style-type: none"> • the Debenture Trustee shall immediately send a notice to all the Debenture Holders requesting instructions as to whether immediate payment by the Issuer of the amounts outstanding with respect to the Debentures is required, and other actions to be taken in relation to such Event of Default; and • the Debenture Trustee may and shall in accordance with the provisions of the Debenture Trust Deed, declare by way of an acceleration notice, to the Issuer that all or any part of the amounts outstanding with respect to the Debentures to be immediately due and payable whereupon it shall become so due and payable within the timelines as set out in the notice.
58.	<p>Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the placement memorandum</p>	<p>(i) Description of Security</p> <p>On and from the Deemed Date of Allotment, the Debentures, all Coupon and other monies in respect of the Debentures shall be secured <i>inter alia</i> by:</p> <ul style="list-style-type: none"> • First ranking exclusive charge by way of equitable mortgage over the Mortgaged Immoveable Properties. • First ranking exclusive charge by way of hypothecation over the Hypothecated Properties, as further detailed in the Deed of Hypothecation. • The General Power of Attorney in relation to the Mortgaged Immoveable Properties in favour of the Debenture Trustee in consideration of the Debenture Holders subscribing to the Debentures and in furtherance to the exclusive mortgage over the Mortgaged Immoveable Properties created by the Issuer in favour of the Debenture Trustee therefore, being a power coupled with interest. • The Special Power of Attorney in relation to the Mortgaged Immoveable Properties in relation to the Mortgaged Immoveable Properties in favour of the Debenture Trustee in consideration of the Debenture

		<p>Holders subscribing to the Debentures and in furtherance to the exclusive mortgage over the Mortgaged Immoveable Properties created by the Issuer in favour of the Debenture Trustee therefore, being a power coupled with interest.</p> <ul style="list-style-type: none"> • Guarantee from Mindspace REIT. <p>(ii) Security cover: The Security shall provide a cover of at least 2x (“Required Security Cover”) over the Mortgaged Immoveable Properties.</p> <p>(iii) Date / likely date of creation of security: On or prior to the Deemed Date of Allotment</p> <p>(iv) Revaluation and replacement of security: In the event such Security cover falls below the Requisite Security Cover on any Security Testing Date, the Issuer shall ensure that within 30 (thirty) days from the date on which the Security Cover falls below the Requisite Security Cover or such other extended timeline as may be agreed by the Debenture Trustee in writing, the Issuer shall execute, acknowledge and deliver or cause to be executed, acknowledged and delivered such further documents and instruments and do all other acts as may be requested by the Debenture Holders for the creation of additional Security over such assets as may be mutually agreed between the Parties, to ensure that the Security Cover is at least equal to Requisite Security Cover. The Issuer further undertakes to take all steps to ensure that such additional security is perfected within 30 (thirty) days from the date of such creation to the satisfaction of the Debenture Trustee and the Debenture Holders.</p> <p>(v) Interest to the Debenture Holder over and above the coupon rate specified in the Trust Deed In accordance with the provisions contained above in the row titled “Step Up/ Step Down Coupon Rate” within “Summary of Terms”</p> <p>“Secured Assets” means the assets over which security is sought to be created in accordance with the Security Documents on or prior to the Deemed Date of Allotment.</p>
59.	Valuation Agency (Obligor)	The valuation agency appointed by the Issuer in relation to the valuation of the Mortgaged Immoveable Properties.
60.	Security valuation	<p>The Obligors shall at their own costs, on or prior to the Deemed Date of Allotment, furnish to the Debenture Trustee, the valuation report prepared by the Independent Valuer (defined below).</p> <p>The Issuer shall furnish to the Debenture Trustee, the valuation report prepared by the Valuation Agency (Obligor) on or prior to the Deemed Date of Allotment.</p> <p>Additionally, the Obligors shall, at their own costs, further</p>

		<p>ensure that the Valuation Agency (Obligor) shall, on a quarterly basis, at the end of 45 (forty five) days of each financial quarter, or at such frequent intervals as stipulated under Applicable Laws, furnish the valuation report setting out the security cover existing as on such date. The Issuer further agrees and acknowledges that if requested by the Debenture Trustee/ Debenture Holders, it shall appoint a reputable and independent third party valuer as acceptable to and at the cost of the Issuer for the valuation of the Secured Assets at any other point of time (“Independent Valuer”).</p> <p>The valuation mechanism and the asset cover requirement is more particularly described in the Clause 8.1 read with Clause 1.2 (b) of Schedule 5 (Covenants and Undertakings) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed.</p>
61.	Security Testing Date	<p>The date falling on the expiry of 60 (sixty) days of each Financial Quarter as more particularly described in Clause 8.1 read with Clause 1.2 (b) of Schedule 5 (Covenants and Undertakings) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed. The first Security Testing Date after the Deemed Date of Allotment shall be November 30, 2021 (where the security cover on such Security Testing Date shall be tested on the basis of the valuation report as of September 30, 2021).</p>
62.	Transaction Documents	<ol style="list-style-type: none"> 1. Tripartite agreement with the NSDL dated August 25, 2010 and CDSL dated September 14, 2021 and the Registrar and Transfer Agent. 2. Debenture Trust Deed. 3. Subordination Deed. 4. Security Documents. 5. Accounts Agreement. 6. Credit rating letter dated August 25, 2021 from the Credit Rating Agency, further revalidated on September 16, 2021. 7. Consent from Catalyst Trusteeship Limited to act as debenture trustee vide their letter dated July 27, 2021 8. Copy of the resolution(s) of the board of directors of the Issuer authorizing, <i>inter alia</i>, issue of the Debentures dated August 12, 2021. 9. Copy of the resolution passed by shareholders of the Issuer dated May 30, 2014 pursuant to section 180 (1)(a) and (c) of the Companies Act. 10. Copy of the resolution passed by shareholders of the Issuer dated August 23, 2021 pursuant to sections 42 and 71 of the Companies Act.

		<p>Any other documents as per the Debenture Trust Deed.</p> <p>Note: The list of documents which have been executed in connection with the issue and subscription of the Debentures have been annexed.</p>
63.	Security Documents	As defined in the Glossary
64.	Conditions Precedent to Disbursement	<p>The following are the key conditions precedent:</p> <ol style="list-style-type: none"> 1. a certified copy of the registration certificate issued by the SEBI to Mindspace REIT; 2. a certified copy of the memorandum of association and the articles of association of the Issuer; 3. a certified copy of the constitutional documents of the Investment Manager; 4. a copy of a resolution of the executive committee of the governing board of the Investment Manager; 5. a copy of a resolution of the governing board of the Investment Manager constituting an executive committee; 6. specimen signatures of the authorized signatories of Mindspace REIT authorised; 7. a copy of the board resolution passed by the board of directors of the Issuer; 8. a copy of the resolution passed by the finance committee of the board of directors of the Issuer; 9. a copy of the resolution passed by the shareholders of the Issuer pursuant to Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act; 10. a copy of the resolution passed by the shareholders of the Issuer pursuant to Section 42 of the Companies Act read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 approving the offer of Debentures for subscription by way of private placement; 11. evidence, in a form and manner satisfactory to the Debenture Trustee, to demonstrate that the Transaction Documents have been duly executed and stamped to the satisfaction of the Debenture Trustee; 12. a copy of the consent letter issued by the Debenture Trustee; 13. a copy of in-principle listing approval for Debentures from the Stock Exchange; 14. a copy of the consent letter issued by the RTA; 15. a copy of the tri-partite agreement with the Depositories and the RTA to the issue of the Debentures;

		<ol style="list-style-type: none">16. evidence of receipt of the ISIN in relation to the Debentures;17. a certificate from the Issuer (signed by a director or company secretary) in accordance with the Debenture Trust Deed;18. certificate of an independent chartered accountant in accordance with the Debenture Trust Deed, confirming the statements made in paragraph above19. a certificate from the Investment Manager (on behalf of Mindspace REIT, signed by an authorised signatory) in accordance with the Debenture Trust Deed;20. certificate of an independent chartered accountant in accordance with the Debenture Trust Deed, confirming the statements made in paragraph above;21. A certificate from the Investment Manager (on behalf of REIT, signed by an authorised signatory) in the format specified in Schedule 2 of the Guarantee;22. authorisation from the Issuer to the Debenture Trustee to seek redemption payment related information from the Subscription Account Bank in accordance with Applicable Laws along with the details of the Subscription Account from which it proposes to discharge the debt in accordance with Applicable Laws;23. issuance of a conditions precedent satisfaction certificate by the Issuer to the Debenture Trustee, confirming that all conditions precedent under the Transaction Documents have been satisfied;24. A closing legal opinion of Talwar Thakore & Associates, legal advisers to the Debenture Trustee in relation to the Transaction Documents;25. Evidence, in a form and manner satisfactory to the Debenture Trustee, to demonstrate that the Issuer has duly established and maintained the Escrow Account on or prior to the Deemed Date of Allotment;26. a copy of the valuation report issued by the valuation agency appointed by the Debenture Trustee in relation to the assets comprising the Secured Assets;27. a copy of the title search report issued by an external title search advocate appointed by the Debenture Trustee in relation to the assets comprising the Mortgaged Immoveable Properties;28. evidence in form and manner satisfactory to the Debenture Trustee that the Issuer has completed and duly satisfied all other requirements (including
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		<p>rating, listing, electronic book building) that are to be completed before the Deemed Date of Allotment as required under Applicable Laws; ;</p> <p>29. Demat statements issued by the depository participant of Mindspace REIT evidencing that 89% (eighty-nine per cent) of the fully paid up equity shares of the Issuer are held by Mindspace REIT, in a form and manner satisfactory to the Debenture Trustee;</p> <p>30. Evidence that all fees, charges, taxes due and payable under this Deed and other Transaction Documents as may be required for the issuance of the Debentures have been duly paid in full;</p> <p>31. evidence of filing of form MGT-14 with the relevant Registrar of Companies in relation to the (i) resolution of the board of directors; and (ii) resolution of the shareholders, of the Issuer;</p> <p>32. Confirmation from the Debenture Trustee that all financial, legal, technical and other due diligence of the Issuer and/ or the Mindspace REIT have been completed to the satisfaction of the Debenture Trustee;</p> <p>33. Original financial statements of the Obligors;</p> <p>34. Evidence satisfactory to the Debenture Trustee that the initial contribution has been made by the Issuer;</p> <p>35. Confirmation from the Debenture Trustee and the initial Debenture Holders that it has completed all “know your customer”, anti-money laundering checks and any similar checks as required by Applicable Law in relation to the issue of Debentures;</p> <p>36. Evidence of copies of each Insurance Policy having been provided to the Debenture Trustee; and</p> <p>37. Evidence of certified true copies of each SEZ Document having been provided to the Debenture Trustee.</p> <p>As further specified, modified, substituted or replaced in Schedule 2 (<i>Conditions Precedent</i>) of the Debenture Trust Deed.</p>
65.	Condition Subsequent to Disbursement	<p>The following are the conditions subsequent:</p> <p>1. On the Deemed Date of Allotment: (i) evidence that the stamp Taxes payable on the Debentures pursuant to the Indian Stamp Act, 1899 have been paid, (ii) certified copy of the resolution of the Issuer’s board of directors approving and allotting the Debentures to the Debenture Holders and (iii) a copy of the letter of allotment confirming the allotment of Debentures to the Debenture Holders;</p> <p>2. within 2 (two) working days from the date of</p>

		<p>closure of the Issue, evidence of credit of the Debentures in the specified dematerialized account(s) of the Debenture Holders;</p> <ol style="list-style-type: none">3. within 4 (four) working days from the date of closure of the Issue or such other timeline as prescribed under Applicable Laws, whichever is earlier, listing the Debentures on the wholesale debt market segment of the Stock Exchange along with a copy of the final listing approval from the Stock Exchange;4. Within 30 (thirty) days from the execution of the General Power of Attorney and the Special Power of Attorney, evidence, in a form and manner satisfactory to the Debenture Trustee, to demonstrate that the General Power of Attorney and the Special Power of Attorney has been duly registered;5. Within 30 (thirty) days from the Deemed Date of Allotment, a copy of intimation issued by the Issuer to the Board of Approval with respect to: (a) the Security created on the Mortgaged Immoveable Properties; (b) the General Power of Attorney issued in favour of the Debenture Trustee in relation to the Mortgaged Immoveable Properties; and (c) the Special Power of Attorney issued in favour of the Debenture Trustee in relation to the Mortgaged Immoveable Properties, duly acknowledged by the Board of Approval;6. Within 10 (ten) Business Days of the Deemed Date of Allotment, evidence of application made by the Issuer before the Tax authorities for permission under Section 281 of the Income Tax Act, 1961 for creation of Security over the relevant Secured Assets, satisfactory to the Debenture Trustee, together with due acknowledgement thereof;7. Within 10 (ten) Business Days of the Deemed Date of Allotment, evidence of application made before the Tax authorities for permission under Section 81 of the Telangana Goods and Services Tax Act, 2017;8. within 30 days of the Deemed Date of Allotment, the end use certificate;9. within 30 (thirty) days of the Deemed Date of Allotment, evidence to the satisfaction of the Debenture Trustee that the security created pursuant to the Mortgage Documents has been filed by the Issuer with the relevant Registrar of Companies by filing form CHG-9, along with the certificate of registration issued by the relevant Registrar of Companies;10. within 30 (thirty) days of the Deemed Date of Allotment, evidence to the satisfaction of the
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		<p>Debenture Trustee that the security created pursuant to the Deed of Hypothecation has been filed by the Issuer with the relevant Registrar of Companies by filing form CHG-9, along with the certificate of registration issued by the relevant Registrar of Companies;</p> <p>11. Within 10 Business Days from the relevant Deemed Date of Allotment, evidence to the satisfaction of the Debenture Trustee that the notice of charge issued pursuant to the Deed of Hypothecation has been duly counter-acknowledged by the Subscription Account Bank;</p> <p>12. Within 60 (sixty) days from the Deemed Date of Allotment, counter-acknowledged copy of the letter from the Issuer to the relevant insurer in relation to the deposit of all proceeds of each Insurance Policy into the Escrow Account;</p> <p>13. Within 2 (two) Business Days of receipt a copy of the no-objection certificate from the tax authorities under section 281 of the Income Tax Act, 1961 in respect of the Security created by the Issuer over the Secured Assets pursuant to the Transaction Documents;</p> <p>14. Within 30 (thirty) of the date of execution of the relevant Security Documents, evidence that Form I is filed with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India under section 23 of the SARFAESI Act, 2002 read with the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (Central Registry) Rules, 2011, in relation to the Security created under the Security Documents;</p> <p>15. Within no later than 60 (sixty) days from the Deemed Date of Allotment, evidence that: (a) the Debenture Trustee (or its nominee) is named as the first loss payee with respect to the insurance policies relating to the Secured Assets; and (b) all insurance policies in connection with the Secured Assets have been endorsed in favour of the Debenture Trustee, in a form and substance satisfactory to the Debenture Trustee;</p> <p>16. Within 60 (sixty) days from the Deemed Date of Allotment, evidence that the existing lessees of the Mortgaged Immoveable Properties have received a notification from the Issuer (in writing or by way of electronic email, as the case may be): (i) to deposit all receivables from long term tenants only into the Escrow Account; and (ii) a first ranking sole and exclusive charge by way of an equitable mortgage has been created over the Mortgaged Immoveable Properties in favour of the Debenture Trustee</p>
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		<p>pursuant to the Mortgage Documents;</p> <p>17. Evidence satisfactory to the Debenture Trustee that the Issuer has filed a return of allotment of securities pursuant to allotment of the Debentures, with the relevant Registrar of Companies, by filing form PAS-3 in pursuance of Rule 14(6) of the Companies (Prospectus and Allotment of Securities) Rules, 2014;</p> <p>18. Evidence, in a form and manner satisfactory to the Debenture Trustee, that the Debentures have received a final rating of ‘AAA’ from the Rating Agency (including copies of final rating letter dated not earlier than 30 days from the Deemed Date of Allotment or rationale dated not earlier than 180 days from the Deemed Date of Allotment, or such other timeline permitted under the Applicable Law);</p> <p>19. Within 2 (two) Business Days of receipt: (a) a copy of the no-objection certificate from the Tax authorities under section 281 of the Tax Act in respect of the Security created by the Issuer pursuant to the relevant Security Documents; and (b) A copy of the no-objection certificate from the Tax authorities under section 81 of the GST Act and the State GST Act in respect of the Security created by the Issuer pursuant to the relevant Security Documents;</p> <p>20. Within 1 (one) Business Day of any change in details of the accounts: (i) The Issuer shall notify the Debenture Trustee of any change in bank and/or account details pertaining to the Subscription Account and (ii) The Issuer shall provide the Debenture Trustee with the pre-authorisation pertaining to the Subscription Account to replace the pre-authorisation provided on or prior to the Deemed Date of Allotment. .</p> <p>As further specified, modified, substituted or replaced in Schedule 3 (<i>Conditions Subsequent</i>) of the Debenture Trust Deed.</p>
66.	Event of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	<p>Key Events of Default:</p> <p>The key events of default include:</p> <ol style="list-style-type: none"> 1. Non Payment 2. Financial Covenants and security cover 3. Breach of other terms 4. Misrepresentation 5. Insolvency of the Obligors 6. Insolvency proceedings against the Obligors 7. Failure to list or dematerialise the Debentures

		<p>8. Judgments, Creditors' Process</p> <p>9. Moratorium by the Governmental Authority</p> <p>10. Expropriation</p> <p>11. Cessation of business</p> <p>12. Unlawfulness</p> <p>13. Failure to maintain authorisations by the Issuer or Mindspace REIT</p> <p>14. Repudiation, illegality, enforceability of SEZ Documents</p> <p>15. Repudiation</p> <p>16. Material litigation</p> <p>17. Immunity</p> <p>18. Wilful default</p> <p>19. Non-creation of security or security in jeopardy for the Issue or breach of security cover for the Debentures</p> <p>20. Cross default</p> <p>21. Material adverse effect</p> <p>22. Change in control</p> <p>23. Amendment to constitutional documents of the Obligors</p> <p>24. Cancellation of the registration of Mindspace REIT, and</p> <p>25. Audit qualification</p> <p>26. Any other event specified in Clause 6 (<i>Events of Default and Remedies</i>) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed, each subject to cure periods, as applicable and as more particularly described in the Debenture Trust Deed.</p> <p>Consequences of event of default, as more particularly described in Clause 6 (<i>Events of Default and Remedies</i>) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed:</p> <p>(a) Upon the occurrence of an Event of Default, the Debenture Trustee shall: (xx) with respect to the Event of Default under <i>Non Payment, Insolvency, Insolvency Proceedings</i> and/or <i>Cross Default</i>, if so directed by the Debenture Holders by a resolution (in accordance with the provisions of the Debenture Trust Deed); and (yy) with respect to any other Event of Default not covered in (xx) above, if so directed by the Debenture Holders by a majority resolution (in accordance with the provisions of the Debenture Trust Deed):</p> <p>(i) issue an acceleration notice to the Issuer and</p>
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		<p>Mindspace REIT, that the debt (in accordance with the provisions of the Debenture Trust Deed) shall be immediately due and payable whereupon it shall become so due and payable within the timelines as set out in the acceleration notice; and</p> <p>(ii) declare by notice in writing to the Obligors that:</p> <ul style="list-style-type: none">(A) the security created pursuant to the Security Documents will become enforceable, upon which the security and all rights, remedies and powers under the Security Documents will become immediately enforceable (including the right to utilise, transfer or dispose the Secured Assets for the discharge of the debt) in accordance with the terms of the Security Documents, in case the Issuer fails to pay all amounts due and payable to the Debenture Holders and/or the Debenture Trustee as per sub-clause (i) above;(B) the right to make a demand under the Guarantee has become exercisable, upon which the same shall become enforceable;(C) it is entitled to exercise such other rights and remedies as may be available to the Debenture Trustee under the Transaction Documents and Applicable Law (including without limitation, initiation of any insolvency, liquidation, resolution or other process under Applicable Law). <p>(b) Upon the security created or Guarantee or rights, remedies and powers under the Security Documents having become enforceable pursuant to paragraph (a) above, the Debenture Trustee may (unless directed otherwise by the Debenture Holders by a Majority Resolution), inter alia, undertake the following steps:</p> <ul style="list-style-type: none">(i) enforce any security created, Guarantee and/or rights, remedies and powers under the Security Documents in accordance with the terms thereof;(ii) in terms of the Accounts Agreement and the other Transaction Documents, direct the Escrow Account Bank to act only on the instructions of the Debenture Trustee and utilise all funds lying in the Escrow Account from time to time for the discharge of the debt and other statutory expenses, if any;(iii) transfer the Secured Assets to the Debenture Holders or to such other person as determined by the Debenture Trustee, by way of lease, sale, deal or in any other manner, and as may be permissible by and in accordance with Applicable Laws, in
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		<p>each case in accordance with and subject to the terms of the Security Documents.</p> <p>The particulars are further specified in clause 6 (<i>Events of Default and Remedies</i>) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed.</p> <p>Conditions for joining the inter-creditor agreement:</p> <ol style="list-style-type: none">1. The Debenture Trustee shall be required to obtain the consent of such number of Debenture Holders and/or Debenture Holders holding such value of Debentures and in such manner, as may be prescribed under the SEBI circular bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13 October 2020, as may be amended, modified or supplemented from time to time, for entering into an inter-creditor Agreement with other lenders who have extended financial indebtedness to the Issuer and/or taking such other action as may be required with respect to the enforcement of the security created with respect to the Debentures pursuant to the provisions of the SEBI circular bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13 October 2020 (in each case upon the delivery of an acceleration notice on account of non-payment of the outstanding nominal value of the Debentures or Coupon on the due date (in accordance with the terms of the Debenture Trust Deed).2. For the removal of doubts, the Debenture Trustee shall be required to undertake the actions as set out in this provision only in case of exercise of rights by the Debenture Holders available to them under and in accordance with circular dated June 07, 2019 issued by the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019, provided that the Debenture Trustee complies with all other requirements of the SEBI circular bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13 October 2020.3. In accordance with the SEBI circular dated October 13, 2020 (bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/203) in relation to the standardisation of procedure to be followed by debenture trustees or bond trustees in case of default by issuers of listed debt securities, it is hereby agreed and acknowledged that the Debenture Trustee shall not enter into any inter-creditor arrangement (including the above inter-creditor agreement) unless agreed to by the Debenture Holders by any such threshold of Debenture Holders as may be prescribed under Applicable Law. Any such inter-creditor arrangement shall be in accordance with
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		Applicable Laws.
67.	Financial Covenants	<p>At Mindspace REIT consolidated level:</p> <ul style="list-style-type: none"> • Gross Total Debt / EBITDA of Group (REIT) <= 5.00x • Loan To Value (REIT) <= 49% <p>At the Issuer Level:</p> <ul style="list-style-type: none"> • Loan To Value (Issuer) <=49% • Gross Total Debt / EBITDA <= 5.00x <p>The above financial covenants shall be tested on a semi-annual basis, no later than 60 days from the end of every financial half year until the Final Settlement Date.</p> <p>For the purpose of this entry,</p> <p>“Cash and Cash Equivalent” means cash in hand, any credit balance in bank accounts or any cash equivalent: (a) in the form of liquid fixed deposits maintained with any bank or financial institution which have a credit rating of either AA or higher by any SEBI registered rating agency; or (b) in the form of any investment in marketable debt obligations issued or guaranteed by the Government of India or by any agency of the Government of India; (c) any liquid funds which have a credit rating of either AA or higher by ICRA Limited or CRISIL Ratings Limited; (d) in the form of overnight funds which have a credit rating of A1+ or higher by any SEBI registered rating agency; or (e) in the form of any other debt security approved by the Debenture Trustee.</p> <p>“EBITDA” means earnings before finance costs, depreciation, amortization, impairment and income tax, excluding share of profit of equity accounted investees and the movement in all regulatory deferral account balances from other income and expenses pertaining to power distribution business calculated on a trailing 12 (twelve) months basis. <i>Provided that</i> in the case of any Permitted Acquisition by Mindspace REIT or the Issuer, as the case may be, where the relevant accounting treatment provides for consolidation of such asset that has been acquired by the Mindspace REIT or the Issuer, the EBITDA of such asset for the corresponding period, in accordance with the available financials for the corresponding calculation period, shall be added, without double counting, for the purpose of calculation of computation of the relevant Financial Covenants. For the avoidance of doubt, it is clarified that any profit/loss on fair value movement of any assets shall be excluded from the definition of EBITDA.</p> <p>“Gross Total Debt” means the consolidated external Financial Indebtedness (Financial Covenants) (including without limitation, all principal amounts, accrued but unpaid coupon, interest, additional interest, redemption premium and all other amounts payable thereunder)availed</p>

		<p>by the Group (REIT) or the Issuer, as the context may require, without any double counting.</p> <p>It is further clarified that while calculating the Gross Total Debt with respect to the Issuer, any unsecured financial indebtedness raised by the Issuer from the Group (REIT) which are subordinated to the Debentures are to be excluded. Any financial indebtedness raised by any person including but not limited to Group (REIT) against the assets of the Issuer shall be considered as part of the Gross Total Debt of the Issuer.</p> <p>“Gross Total Debt to EBITDA ratio (Group (REIT))” means the ratio of Gross Total Debt (Group (REIT)) to EBITDA.</p> <p>“Loan to Value Ratio (Issuer)” means the aggregate Gross Total Debt of the Issuer net of Cash and Cash Equivalents of the Issuer, divided by the Gross Asset Value (Issuer), on a Consolidated Basis and expressed as a percentage.</p> <p>“Loan to Value Ratio (REIT)” means the Gross Total Debt of Group (REIT), net of Cash and Cash Equivalents of Group (REIT) divided by the Gross Asset Value (REIT) on a Consolidated Basis and expressed as a percentage.</p> <p>“Gross Asset Value (Issuer)” means the aggregate value of all assets which are owned, managed or performed under the Issuer as per the latest valuation report prepared by the valuer appointed in relation to the Mindspace REIT in accordance with the provisions contained in the REIT Regulations.</p> <p>“Gross Asset Value (REIT)” means the aggregate value of all assets which are owned, managed or performed under any of the Group (REIT) as per the latest valuation report prepared by the valuer appointed in relation to the Mindspace REIT in accordance with the provisions contained in the REIT Regulations.</p>
68.	Operation of the Escrow Account	It shall be ensured that: (i) prior to the occurrence of an Event of Default, all receivables (other than the receivables from temporary occupants) (as specified under the Debenture Trust Deed) shall only be deposited in the Escrow Account; (ii) upon the occurrence of an Event of Default, all receivables (including the receivables from temporary occupants) (as specified under the Debenture Trust Deed) shall only be deposited in the Escrow Account; and (iii) all monies deposited into and lying to the credit of the Escrow Account are used in the manner as set out in the Debenture Trust Deed, the Accounts Agreement and other Transaction Documents.
69.	Withdrawal from the Escrow Account	In accordance with the provisions of the relevant Transaction Documents. .
70.	Distribution of proceeds from Escrow Account prior to an Event of Default	In accordance with the provisions of the relevant Transaction Documents.

71.	Distribution of proceeds from Escrow Account after occurrence and subsistence of an Event of Default	In accordance with the provisions of the relevant Transaction Documents.
72.	Creation of recovery expense fund	<p>The Issuer shall set up a recovery expense fund for an amount equal to 0.01% of the Issue with the Stock Exchange, in accordance with the provisions of the Applicable Law, including but not limited to the SEBI circular dated October 22, 2020.</p> <p>The recovery expense fund shall be utilised for meeting the expenses incurred by the Debenture Trustee with respect to enforcement of security and recovery of all outstanding amounts with respect to the Debentures.</p>
73.	Conditions for breach of covenants (as specified in Debenture TrustDeed)	Default or breach in the performance or compliance of any covenant or undertaking, as set out in Row 57 above (All covenants of the Issue) and such other covenants as more particularly set out in Schedule 5 (<i>Covenants and Undertakings</i>) of the Debenture Trust Deed, contained in any Transaction Document by the Issuer or Mindspace REIT, unless remedied within the cure period as may be agreed between the parties and as per the provisions contained in the Debenture Trust Deed.
74.	Provisions related to Cross Default Clause	<p>(a) Any Financial Indebtedness of any Obligor is not paid when due after the expiry of the applicable grace periods, if any, save and except pursuant to any Moratorium Event.</p> <p>(b) Any Financial Indebtedness of any Obligor is declared to be or otherwise becomes due and payable prior to its specified maturity as a result of any actual event of default (however described).</p> <p>(c) Any commitment for any Financial Indebtedness of any Obligor is cancelled or suspended by a financial creditor of such Obligor as a result of any actual event of default (however described).</p> <p>As further specified, modified, substituted or replaced in sub-paragraph 20 (<i>Cross Default</i>) within Clause 6 (<i>Events of Default and Remedies</i>) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed.</p>
75.	Role and Responsibilities of Debenture Trustee	As per Clause 9 (<i>Power and Duties of the Debenture Trustee</i>), 10 (<i>Rights and Privileges of the Debenture Trustee</i>) and 12 (<i>Information, Meetings and other Duties of the Debenture Trustee</i>) of Part A (Statutory/Standard information pertaining to issuance of non-convertible debentures) of the Debenture Trust Deed
76.	Risk factors pertaining to the issue	Please refer to the section titled “Risk Factors” above
77.	Governing Law and Jurisdiction	<p>Indian Law.</p> <p>Courts and tribunals in Mumbai for the Debenture Trust Deed, Debenture Trustee Agreement and Accounts</p>

		Agreement. Courts and tribunals in Hyderabad for the Subordination Deed and Security Documents.
78.	Information Provision	The Issuer undertakes to provide information pertinent to a credit assessment of the Issuer by the potential investors in a timely fashion. This information will include, but not be limited to, latest financial information, rating letter and rating rationale, copies of the resolutions authorizing the borrowing and the latest profile of the Issuer.
79.	Due Diligence Certificate	<p>Due diligence certificate from the Debenture Trustee as per the format specified in Annexure A of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020;</p> <p>Due diligence certificate from the Debenture Trustee as per the format specified in Annexure B of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020;</p> <p>Due diligence certificate from the Debenture Trustee in the format as specified in Schedule IV of the SEBI Debt Regulations.</p> <p>Enclosed as Schedule IX.</p> <p>The due diligence certificate in Annexure A of the SEBI circular titled “Creation of Security in issuance of listed debt securities and ‘due diligence’ by debenture trustee(s)” bearing reference number SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020 and Schedule IV of the SEBI Debt Regulations as mentioned above will be submitted to the Stock Exchange along with the Information Memorandum.</p>

Notes:

- a. If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change shall be duly disclosed.
- b. In case of default in payment of Interest / Coupon and/or principal redemption on the due dates, additional interest of at least @ 2% p.a. over the coupon rate shall be payable by the Issuer for the defaulting period
- c. While the debt securities are secured as per the terms of Information Memorandum (i.e. 2x Requisite Security Cover), in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

DECLARATION

The Issuer hereby declares that this Information Memorandum contains full disclosure in accordance with SEBI Debt Regulations, the Companies Act and rules thereunder and circulars issued thereunder.

The Issuer also confirms that this Information Memorandum does not omit disclosure of any material fact which may make the statements made therein, in the light of the circumstances under which they are made, misleading. The Information Memorandum also does not contain any false or misleading statement in any material respect.

The Issuer having made all reasonable inquiries, accepts responsibility for and confirms that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Issuer hereby undertakes that the Secured Assets on which Transaction Security is proposed to be created are free from any encumbrances as on date.

The Issuer accepts no responsibility for the statements made otherwise than in this Information Memorandum or in any other material issued by or at the instance of the Investment Manager and that anyone placing reliance on any other source of information would be doing so at his own risk. The Issuer declares that all the relevant provisions of the relevant regulations or guidelines issued by SEBI and other applicable laws have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the regulations or guidelines issued by SEBI and other applicable law, as the case may be.

The Issuer also confirms that the Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the Promoter (as applicable) and Permanent Account Number of directors / trustees / officers of the Promoter (as applicable) have been submitted to the Stock Exchange on which the Debentures are proposed to be listed, at the time of filing the Information Memorandum.

The Issuer has no side letter with any debt securities holder except the one(s) disclosed in the Information Memorandum. Any covenants later added shall be disclosed on the Stock Exchange website where the Debentures are listed.

The Issuer accepts no responsibility for statements made otherwise than in this Information Memorandum or any other material issued by or at the instance of the Issuer and anyone placing reliance on any other source of information would be doing so at his/her/their own risk. The information contained in this Information Memorandum is as applicable to privately placed debt securities and subject to information available with the Issuer. The extent of disclosures made in the Information Memorandum is materially consistent with disclosures permitted by regulatory authorities to the issue of securities made by companies in the past.

Declaration by the Director of the Issuer

The monies received under the offer shall be used only for the purposes and objects indicated in the Information Memorandum.

The Director makes the following declarations:

- a. the Issuer has complied with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and the rules and regulations made thereunder;
- b. the compliance with the Companies Act, 2013 and the Securities and Exchange Board of India Act, 1992 and the rules made thereunder does not imply that payment of Coupon or repayment of the Debentures, is guaranteed by the central government;
- c. the monies received under the Issue shall be used only for the purposes and objects indicated in the Information Memorandum; and
- d. whatever is stated in this Information Memorandum and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Promoters subscribing to the Memorandum of Association and Articles of Association of the Issuer.

I am authorized by the board of directors of the Issuer dated August 12, 2021, to sign this Information Memorandum and declare that the subject matter of this Information Memorandum and matters incidental thereto have been complied with.

Whatever is stated in this Information Memorandum and in the attachments thereto is true, fair, adequate, correct and complete in all material aspects and no information material to the subject matter of this Information Memorandum has been suppressed or concealed and is as per the original records maintained by the Issuer. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For **Sundew Properties Limited**

PREETI

NAVEEN

CHHEDA

Name: Preeti Chheda

Designation: Director

DIN: 08066703

Date: September 18, 2021

Place: Mumbai

Digitally signed by
PREETI NAVEEN
CHHEDA
Date: 2021.09.18
16:43:01 +05'30'

Sundew Properties Limited
MindSpace Cyberabad, S.No.64(Part)
Next To VSNL Bldg, Hitech City,
Madhapur, Hyderabad TG 500081

Kind Attn:-**Ms. Preeti Chheda**

Dear Ma'am,

Consent to act as Trustee for Secured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating to upto INR 400 Crores to be issued by your Company.

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable, Non-Convertible debentures aggregating upto INR 400 Crores to be issued. In this connection, we are agreeable to act as Trustee on the following trusteeship remuneration:

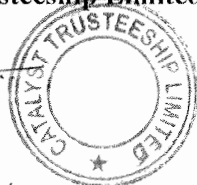
Acceptance Fee: INR 4,00,000/- plus applicable taxes (One Time, Non-Refundable payable on appointment as trustee).

Service Charges: INR 6,00,000/- plus applicable taxes payable in advance, for each financial year or any part thereof, effective from the date of execution.
Pro-rata charges would apply for the first year from date of appointment till 31-Mar-2022.

All out of pocket expenses incurred towards legal fees, travelling, inspection charges, etc shall be levied and reimbursed on actual basis.

Yours faithfully,

For Catalyst Trusteeship Limited

Authorised Signatory

For Sundew Properties Limited

PREETI
NAVEEN
CHHEDA

Digitally signed
by PREETI
NAVEEN CHHEDA
Date: 2021.08.17
15:37:20 +05'30'

Authorised Signatory

NOTE: As per GST guidelines, CTL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.



CL/MUM/21-22/DEB/313

Sundew Properties Limited

Mindspace Cyberabad, S.No.64(Part)
Next To VSNL Bldg, Hitech City,
Madhapur, Hyderabad TG 500081

Kind Attn:- **Ms. Preeti Chheda**

Dear Ma'am,

Consent to act as Trustee for Secured, Listed, Rated, Redeemable, Non-Convertible Debentures aggregating to upto INR 400 Crores to be issued by your Company.


This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable Non-Convertible debentures aggregating upto INR 400 Crores to be issued by your Company. In this connection, we are agreeable to act as Trustee on the terms and conditions as mutually agreed between the Trustee and the Company.

We hereby convey our acceptance to act as Debenture Trustees for the said issue Debentures, subject to execution of Debenture Trustee Agreement as per Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993, thereby agreeing to create the security within the timeline as per relevant Laws / Regulations and in the Offer Document / Information Memorandum / Disclosure Document and company agreeing / undertaking to comply with the provisions of SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Debt securities) Regulations 2008, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, Companies Act, 2013 and Rules thereunder and other applicable laws as amended from time to time

We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,

For Catalyst Trusteeship Limited

Hamber


Authorised Signatory

For Sundew Properties Limited

PREETI
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PREETI NAVEEN
CHHEDA
Date: 2021.08.17
15:37:41 +05'30'

Authorised Signatory

NOTE: As per GST guidelines, CTL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.



CONFIDENTIAL

RL/SUDPEI/275312/NCD/0721/14546/96583672/2
September 16, 2021

Ms. Preeti Chheda
Chief Financial Officer
Sundew Properties Limited
Raheja Tower, Level 8
Block G, C-30
Bandra-Kurla Complex
Mumbai City - 400051

Dear Ms. Preeti Chheda,

Re: CRISIL Rating on the Rs. 400 Crore Non Convertible Debentures of Sundew Properties Limited

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

Please refer to our rating letters dated August 25, 2021 bearing Ref. no.: RL/SUDPEI/275312/NCD/0721/14546/96583672/1

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Non-Convertible Debentures	400	CRISIL AAA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

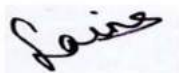
As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debentures issued by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Saina S Kathawala
Associate Director - CRISIL Ratings



Nivedita Shibu
Associate Director - CRISIL Ratings



Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301.

CONFIDENTIAL

RL/SUDPEI/275312/NCD/0721/14546/96583672/1
August 25, 2021

Ms. Preeti Chheda
Chief Financial Officer
Sundew Properties Limited
Raheja Tower, Level 8
Block G, C-30
Bandra-Kurla Complex
Mumbai City - 400051

Dear Ms. Preeti Chheda,

Re: CRISIL Rating on the Rs. 400 Crore Non Convertible Debentures of Sundew Properties Limited

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.
Please refer to our rating letters dated July 30, 2021 bearing Ref. no.: RL/SUDPEI/275312/NCD/0721/14546/96583672

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Non-Convertible Debentures	400	CRISIL AAA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Saina S Kathawala
Associate Director - CRISIL Ratings



Nivedita Shibu
Associate Director - CRISIL Ratings



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CRISIL Ratings Limited
(A subsidiary of CRISIL Limited)
Corporate Identity Number: U67100MH2019PLC326247

CONFIDENTIAL

RL/SUDPEI/275312/NCD/0721/14546/96583672

July 30, 2021

Ms. Preeti Chheda

Chief Financial Officer

Sundew Properties Limited

Raheja Tower, Level 8

Block G, C-30

Bandra-Kurla Complex

Mumbai City - 400051

Dear Ms. Preeti Chheda,

Re: CRISIL Rating on the Rs. 400 Crore Non Convertible Debentures of Sundew Properties Limited

We refer to your request for a rating for the captioned Debt instrument.

CRISIL Ratings has, after due consideration, assigned a CRISIL AAA/Stable (pronounced as CRISIL triple A rating with Stable outlook) rating to the captioned Debt instrument. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

Further, in view of your decision to accept the CRISIL Ratings, we request you to apprise us of the instrument details (in the enclosed format) as soon as it has been placed. In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

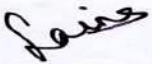
As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Saina S Kathawala

Associate Director - CRISIL Ratings



Nivedita Shibu

Associate Director - CRISIL Ratings



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CRISIL Ratings Limited

(A subsidiary of CRISIL Limited)

Corporate Identity Number: U67100MH2019PLC326247

Details of the Rs.400 Crore Non Convertible Debentures of Sundew Properties Limited

	<i>1st tranche</i>		<i>2nd tranche</i>		<i>3rd tranche</i>	
<i>Instrument Series:</i>						
<i>Amount Placed:</i>						
<i>Maturity Period:</i>						
<i>Put or Call Options (if any):</i>						
<i>Coupon Rate:</i>						
<i>Interest Payment Dates:</i>						
<i>Principal Repayment Details:</i>	Date	Amount	Date	Amount	Date	Amount
<i>Investors:</i>						
<i>Trustees:</i>						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisil.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301.

Ratings

CRISIL Ratings Limited (A subsidiary of CRISIL Limited)



Rating Rationale

July 30, 2021 | Mumbai

Sundew Properties Limited

'CRISIL AAA/Stable' assigned to Non Convertible Debentures

Rating Action

Rs.400 Crore Non Convertible Debentures	CRISIL AAA/Stable (Assigned)
------------------------------------------------	-------------------------------------

1 crore = 10 million

Refer to Annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL Ratings has assigned its '**CRISIL AAA/Stable**' rating to non-convertible debentures (NCDs) of Sundew Properties Limited (Sundew, part of Mindspace Business Parks REIT [Mindspace REIT; rated 'CCR AAA/CRISIL PP-MLD AAA/CRISIL AAA/Stable/CRISIL A1+']). Mindspace REIT is sponsored by the K Raheja Corp group. The REIT owns eight special purpose vehicles (asset SPVs) comprising 10 commercial offices, information technology (IT) parks and special economic zone (SEZ) assets, and houses the facility management division.

The rating reflects Mindspace REIT's comfortable net loan-to-value (LTV) ratio, characterised by low debt, strong debt protection metrics supported by a cap on incremental borrowings, and stable revenue profile of the assets, amidst benefits of healthy occupancy and geographic diversification. The strengths are partially offset by susceptibility to volatility in the real estate sector, causing fluctuations in rental rates and occupancy levels.

Subdued economic activity or extended periods of work-from-home adopted by certain corporates may lead to build up of vacancy in the near term. Further, planned construction activity may be impacted if there are restrictions on mobility of labour and resources to contain the pandemic in case of any additional waves. CRISIL Ratings will continue to monitor developments pertaining to the pandemic.

Analytical Approach

CRISIL Ratings has combined the business and financial risk profiles of Mindspace REIT and its asset SPVs, in line with its criteria for rating entities in homogeneous groups. Hence, the rating of Sundew is based on that of the REIT. This is because Mindspace REIT has direct control over the asset SPVs, and will support them when needed. Additionally, as per the REIT Regulations, 2014, of the Securities and Exchange Board of India (SEBI), Mindspace REIT and its asset SPVs are mandated to distribute 90% of their net distributable cash flow. Also, the cap on borrowing by Mindspace REIT has been defined at a consolidated level (equivalent to 49% of the aggregate value of the REIT's assets).

Please refer Annexure - List of entities consolidated, which captures the list of entities considered and their analytical treatment of consolidation.

Key Rating Drivers & Detailed Description

Strengths:

- **Comfortable LTV ratio, supporting the ability to refinance:** Consolidated gross debt was low at Rs 3,764 crore as on March 31, 2021. Consequently, Mindspace REIT has a comfortable LTV ratio of 15.3% (on gross debt basis as per external valuation dated March 31, 2021). The low LTV ratio shields investors from the risk of any decline in property prices and its consequent impact on refinancing.

The proceeds from NCDs of Rs 275 crore were utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are non-amortising with bullet repayment at the end of 36-38 months from deemed date of allotment, while the coupon is payable quarterly.

The MLDs of Rs 875 crore were also utilised primarily for refinancing external debt at underlying asset SPVs. These instruments are similar to the NCDs in terms of amortisation, and have a tenure of 577-1156 days from the date of allotment. The coupon is accruing and to be paid at the time of redemption of MLDs, subject to terms of and conditions mentioned in the transaction documents.

The remaining proposed NCDs of Rs 800 crore (to be raised at the REIT or SPV level) are expected to be utilised for - a) refinancing of external debt at underlying SPVs, b) construction finance for ongoing projects and future development c) working capital, d) funding acquisitions and/or e) other general corporate purposes. These are expected to be non-

amortising with bullet repayment at the end of 3 years, while the coupon will be payable quarterly as per the draft term sheet.

- **Strong debt protection metrics:** CRISIL Ratings believes that Mindspace REIT will have healthy average consolidated interest service coverage ratio (ISCR) at over 2.0 times, including for all incremental financing in the underlying asset SPVs. This is because incremental debt, over and above the proposed instruments and existing debt, to be raised over the next 3-5 years is expected to be around Rs 3,000 crore. Consequently, LTV and debt-to-NOI/EBITDA (net operating income/earnings before interest, tax, depreciation and amortization) ratios should remain comfortable at below 40% and 4.5 times, respectively, vis-à-vis 49% and 5.0 times, respectively, as per the terms of the existing as well as proposed instruments.
- **Stable revenue of asset SPVs:** Mindspace REIT's entire revenue comes from 10 commercial offices, IT parks and SEZs. Consolidated revenue was Rs 1,363 crore (excluding revenue from works contract) for fiscal 2021. The portfolio assets had committed occupancy of 84.2% as on March 31, 2021. Committed occupancy has come down from 86.9% in December 2020, primarily due to vacancies of around 8.0 lakh square feet (sq. ft) in Mindspace Madhapur, Hyderabad; committed occupancy on same store basis also declined to 86.8%. The REIT entered into new agreements to the tune of 35.0 lakh sq. ft during fiscal 2021 at a re-leasing spread of 19.5%. Hence, the increase in vacancy level is anticipated to be short-term with gradual improvement expected post current fiscal. Superior asset and service quality, favourable location in prime areas of Hyderabad, Mumbai Region, Pune and Chennai, good demand and competitive rental rates should support occupancy going forward.

Weakness:

- **Susceptibility to volatility in the real estate sector:** Rental collection remains susceptible to economic downturns, which may constrain the tenant's business risk profile, and therefore, limit occupancy and rental rates. Top 10 tenants and technology sector concentration at 40.3% and 44.2% of gross contracted rentals, respectively, as on March 31, 2021, exposes the REIT to moderate concentration risk. Further, as on March 31, 2021, 23.1% of the total completed leasable area will be due for renewal between fiscal 2022 and fiscal 2024. While majority of the tenants are established corporates and may continue to occupy the property, any industry shock leading to vacancies may make it difficult to find alternate lessees within the stipulated time. This could adversely impact cash flow, and hence, will be a key rating sensitivity factor.

Liquidity: Superior

Liquidity remains strong, supported by healthy average consolidated ISCR of over 2.0 times, including for permitted additional financing. Further, a low LTV ratio enhances the REIT's financial flexibility. Consolidated debt is unlikely to cause LTV ratio to exceed 40%, thus protecting investors from any decline in property prices and the consequent impact on refinancing.

Outlook: Stable

CRISIL believes Mindspace REIT will continue to benefit from the quality of its underlying assets over the medium term.

Rating Sensitivity factors

Downward factors:

- Reduction in the value of underlying assets, leading to LTV ratio of over 40%
- Higher-than-expected incremental borrowing
- Reduction in overall committed occupancy to below 80%
- Significant delay in the completion and leasing of under construction assets
- Any other non-adherence to the structural features of the transaction

About the Company

Sundew owns and operates 56 lakh sq. ft of completed space (57 lakh sq. ft. of leasable space) in the SEZ/IT Park, Mindspace, in Madhapur, Hyderabad.

About the Trust

Mindspace REIT is registered as an irrevocable trust under the Indian Trust Act, 1882, and as a REIT with SEBI's REIT Regulations, 2014, as amended. Mindspace REIT's portfolio assets are held through the following asset SPVs:

K Raheja IT Park (Hyderabad) Ltd (KRIT), Sundew and Intime Properties Ltd (Intime), together, own and operate a SEZ/IT park, Mindspace, in Madhapur, Hyderabad. The property has been operational since 2005, and has a total completed area of approximately (approx.) 100 lakh sq. ft with committed occupancy 88.0% as on March 31, 2021, while an additional area of approx. 6 lakh sq. ft is expected to be developed over the medium term.

Avacado Properties and Trading (India) Pvt. Ltd (Avacado) owns and operates:

- a) An IT park, Mindspace, in Malad, Mumbai region. The property has been operational since 2004, and has a total leasable area of approx. 7 lakh sq. ft with committed occupancy of 94.0% as on March 31, 2021.

- b) A commercial office, The Square, in Bandra Kurla Complex, Mumbai region, with a total leasable area of approx. 1 lakh sq. ft and committed occupancy of 27.4% as on March 31, 2021. The property was acquired by the group in August 2019, and is being leased gradually.

Mindspace Business Parks Pvt. Ltd (MBPPL) owns and operates:

- a) An SEZ, Mindspace, in Airoli (East), Mumbai region. The property has been operational since 2007, and has a total completed leasable area of approx. 47 lakh sq. ft with committed occupancy of 91.2% as on March 31, 2021, while an additional area of approx. 21 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
- b) An IT park, Commerzone, in Yerwada, Pune. The property has been operational since 2010, and has a total leasable area of approx. 17 lakh sq. ft with committed occupancy of 99.9% as on March 31, 2021.
- c) An IT park/commercial office, The Square, in Nagar Road, Pune. The property has been operational since 2015, and has a total leasable area of approx. 7 lakh sq. ft with committed occupancy of 100.0% as on March 31, 2021, while an additional area of approx. 1 lakh sq. ft is expected to be gradually developed over the medium-to-long term.
- d) An SEZ, Mindspace, in Pocharam, Hyderabad. The property has been operational since 2012 and has a total completed leasable area of approx. 4 lakh sq. ft with committed occupancy of 71.1% as on March 31, 2021, while an additional area of approx. 6 lakh sq. ft is expected to be gradually developed over the medium-to-long term.

Gigaplex Estate Pvt. Ltd (Gigaplex) owns and operates an SEZ/IT park, Mindspace, in Airoli (West) (Mumbai region). The property has been operational since 2013, and has a total completed leasable area of approx. 35 lakh sq. ft with committed occupancy of 68.5% as on March 31, 2021, while an additional area of approx. 17 lakh sq. ft is under construction and expected to be completed in phases over the next two fiscals.

KRC Infrastructure and Projects Pvt. Ltd (KRC Infra):

- a) Owns and operates an SEZ/IT park, Commerzone, in Kharadi, Pune. The property was completed in fiscal 2020, and has completed leasable area of approx. 13 lakh sq. ft with committed occupancy of 93.1% as on March 31, 2021. Another approx. 13 lakh sq. ft of area is under development or proposed to be developed over the medium term.
- b) The facility management arm, housed under this entity beginning October 1, 2020, provides services for each asset under the REIT. Services include housekeeping, management of equipment, facade cleaning, security expenses, repair and maintenance and maintenance of common areas, etc.

Horizonview Properties Pvt. Ltd (Horizonview) owns an IT park, Commerzone, in Porur, Chennai. The property was completed in June 2020, having completed leasable area of approx. 8 lakh sq. ft. with committed occupancy of 8.3% as on March 31, 2021

Key financial indicators (Consolidated)*

Particulars	Unit	2021**	2020*
Revenue from operations	Rs crore	1,138	1,757
Profit after tax (PAT)	Rs crore	335	514
PAT margin	%	29.4	29.3
Adjusted gearing	Times	0.23	3.22
Interest coverage	Times	5.06	2.67

*Fiscal 2020 financials are prior to REIT listing and based on condensed consolidated provided by the issuer. **Fiscal 2021 financials are not comparable with that of fiscal 2020 and pertain 8 month period since August 1, 2020 post listing of REIT.

Key Financial Indicators (Standalone)*

Particulars	Unit	2021	2020
Revenue from operations	Rs crore	343	299
Profit after tax (PAT)	Rs crore	164	115
PAT margin	%	47.9	38.5
Adjusted gearing	Times	2.64	4.64
Interest coverage	Times	3.45	2.52

*CRISIL-adjusted numbers

Any other Information

Key Financial Covenants for MLDs tranche I and II of Rs 500 crores and Rs 375 crores respectively, and NCDs tranche I and II of Rs 200 crores and Rs 75 crores respectively

At the REIT level:

- Gross Total Debt / EBITDA or NOI <= 5.00x
- Loan to Value <= 49%

At Sundew level:

- Loan to Value <=49%
- Gross Total Debt / EBITDA or NOI <= 5.00x

Note on complexity levels of the rated instrument:

CRISIL Ratings' complexity levels are assigned to various types of financial instruments. The CRISIL Ratings' complexity levels are available on www.crisil.com/complexity-levels. Users are advised to refer to the CRISIL Ratings' complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of instrument	Date of allotment	Coupon rate (%)	Maturity date	Issue size (Rs crore)	Complexity level	Rating assigned with outlook
NA	Non-convertible debentures*	NA	NA	NA	400.0	Simple	CRISIL AAA/Stable

*Not yet placed

Annexure – List of entities consolidated

Entity consolidated	Extent of consolidation	Rationale for consolidation
KRIT	Full	89% subsidiary
Sundew	Full	89% subsidiary
Intime	Full	89% subsidiary
Avacado	Full	100% subsidiary
MBPPL	Full	100% subsidiary
Gigaplex	Full	100% subsidiary
KRC Infra	Full	100% subsidiary
Horizonview	Full	100% subsidiary

Annexure - Rating History for last 3 Years

Instrument	Current			2021 (History)		2020		2019		2018		Start of 2018
	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Non Convertible Debentures	LT	400.0	CRISIL AAA/Stable		--		--		--		--	--

All amounts are in Rs.Cr.

Criteria Details

Links to related criteria
CRISILs criteria for rating debt backed by lease rentals of commercial real estate properties
CRISILs rating criteria for REITs and InVITs
Criteria for rating instruments backed by guarantees
Criteria for rating entities belonging to homogenous groups

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Sundew Properties Limited

Schedule III Board and Shareholder resolutions



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SUNDEW PROPERTIES LIMITED AT THEIR MEETING HELD ON THURSDAY, AUGUST 12, 2021 THROUGH VIDEO CONFERENCING (VC) FACILITY

Issue of up to 4,000 listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures ("Non- Convertible Debentures") by the Company

"RESOLVED THAT pursuant to the provisions of sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter, referred to as "**the Act**") and the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (hereinafter, collectively referred to as "**the Rules**") and other applicable provisions, if any, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by Securities and Exchange Board of India ("**SEBI**") vide circular dated 10 August 2021 , including any amendment or substitution thereof, read with all other applicable laws, regulations, circulars, notifications and guidelines issued by SEBI, Reserve Bank of India ("**RBI**") or any other statutory or regulatory body and as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company, subject to necessary approval(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to the approval of the members of the Company, consent of the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby accorded to offer, invite for subscription and issue upto 4,000 listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures ("**Non-Convertible Debentures**") aggregating upto Rs. 4,00,00,00,000 (Rupees four hundred crores), in one or more tranches / series / issuances / phases, in dematerialised form, on a private placement basis, proposed to be listed on the debt segment of any recognized stock exchange in India including BSE Limited and/or National Stock Exchange of India Limited ("**Stock Exchange**"), to resident individuals, Hindu undivided family, trust, limited liability partnerships, partnership firm(s), portfolio managers, association of persons, companies and bodies corporate including public sector undertakings, commercial banks, regional rural banks, financial institutions and non-banking financial companies, insurance companies, mutual funds/ alternative investment fund (AIF), and any other investor eligible to invest in these Non-Convertible Debentures under the applicable laws ("**Debenture Holders**"), on such terms and in such manner as the Board may be deemed fit and decide in its absolute discretion in such a manner that the aggregate borrowings of the Company, at any point of time, shall not exceed the overall borrowing limits of Rs. 2,000 crores during the period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT the consent of the Board be and is hereby given for the negotiation, and approval of the terms of the Non-Convertible Debentures along with the execution of various documents by the Company including but not limited to the following Transaction Documents as

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Sundew Properties Limited



given below and creation of security for the due repayment of all amounts payable in relation to the Non-Convertible Debentures, pursuant to the Transaction Documents as applicable and as set out below and as may be agreed with the debenture holders and the debenture trustee, by way of the Transaction Security or any other security or encumbrance including by way of mortgage, hypothecation, pledge, lien, guarantee, in each case, in favour of the debenture trustee (acting for the benefit of the debenture holders

- (a) the debenture trustee agreement(s) between the Company, Catalyst Trusteeship Limited ("**Debenture Trustee**") acting on behalf of and for the benefit of the Debenture Holders;
- (b) the debenture trust deed(s) between the Company, Mindspace Business Parks REIT and the Debenture Trustee;
- (c) the letter agreement(s) appointing Link Intime India Private Limited as the registrar and transfer agent with respect to the Non-Convertible Debentures ("**RTA**");
- (d) the consent letter of the Debenture Trustee to act as the debenture trustee for the issuance of the Non-Convertible Debentures;
- (e) the letter appointing CRISIL Ratings Limited as the credit rating agency of the Non-Convertible Debentures;
- (f) the letter appointing the Cushman & Wakefield India Private Limited (and/or any other valuation agency) as the valuation agency in connection with the Non-Convertible Debentures ("**Valuation Agency**");
- (g) the tripartite agreement between the Company, the RTA and National Security Depository Limited/Central Depository Services (India) Limited;
- (h) the listing agreement between the Company and BSE Limited and/or National Stock Exchange of India Limited (the "**Stock Exchange**");
- (i) the information memorandum(s) / disclosure document cum offer letter (s) in the form specified in the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as substituted by the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Form PAS 4 prescribed under the Act and the Companies (Prospectus and Allotment Of Securities), Rules, 2014 and in accordance with the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by SEBI, vide circular dated 10 August 2021, including any amendment or substitution thereof and other applicable laws, circulars, directives and regulations issued by SEBI and other regulatory/governmental/statutory bodies, from time to time and to be circulated by the Company to the subscribers to the Non-Convertible Debentures ("**Debenture Holders**") for offering the Non-Convertible Debentures by way of private placement ("**Information Memorandum**");
- (j) guarantee(s) to be executed between Mindspace Business Parks REIT in favour of the Debenture Trustee;
- (k) the memorandum of entry, declaration and letter of authority with respect to the equitable mortgage by the Company over identified immoveable property to be mortgaged in favour of the Debenture Trustee (through a custodian);
- (l) the deed of hypothecation and power of attorney with respect to the moveable properties and receivables arising from the mortgaged immoveable properties, by the Company in favour of the Debenture Trustee and/ or the Security Trustee;

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Sundew Properties Limited



- (m) the account agreement by and between inter alia the Company, the account bank and the debenture trustee and/or the security trustee in connection with operation of bank accounts of the Company;
- (n) the general power of attorney granted by the Company in favour of the Debenture Trustee;
- (o) the special power of attorney granted by the Company in favour of the Debenture Trustee;
- (p) the subordination agreement by and between, inter alia, the Company and the Debenture Trustee; and

any other documents relating to the Debentures including but not limited to term sheet and/or any other document executed by the Company with the Debenture Trustee, registrar and transfer agent, credit rating agency, valuer and/or valuation agency, depositories, stock exchanges, arrangers, debenture holders or such other persons and entities as may be necessary in respect of the Debentures and/or designated as such by the debenture holders and the Company (collectively, **the "Transaction Documents"**)

RESOLVED FURTHER THAT the Company be and is hereby authorized to open a rupee denominated escrow account in the name of the Company ("**Escrow Account**") with ICICI Bank Ltd ("**Escrow Account Bank**") in connection with the issue of Non-Convertible Debentures and that any one of Authorized Signatories, be and are hereby authorized to sign and execute the application form, an escrow account agreement to be entered into between inter alia, the Account Bank, the Debenture Trustee and the Company for the opening, maintenance and operation of the Escrow Account ("**Account Agreement**") and other documents required for opening the Escrow Account, to operate the Escrow Account or authorizing the Escrow Account Bank to operate the Escrow Account, and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that the Escrow Bank be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid Authorised Signatories on behalf of the Company.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things, determination of the terms thereof (including class of investors to whom the Non-Convertible Debentures on private placement basis in one or more series / tranches are to be offered, number of Non-Convertible Debentures to be offered in each tranche, issue price, rate of interest / coupon, redemption period, allotment of such Non-Convertible Debentures), execute all necessary and required agreements, documents including the Transaction Documents, writings and papers, appoint lead managers, arrangers, debenture trustees and other agencies, enter into arrangements for managing the offer, private placement documents and pay any fees, remuneration, expenses relating thereto, settle all difficulties, doubts and questions that may arise with respect to the offer, issue and allotment, utilization of the proceeds of the issue and do all such acts, deeds, matters and things as may be deemed necessary or considered, desirable or expedient by the Board in the best interest of the Company and its members.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed to such documents, deeds, evidences, writings and undertakings and/or other related papers executed in furtherance of the aforesaid resolutions, wherever necessary in accordance with the terms of Article 22 of the articles of association of the Company."

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RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Finance Committee or any director(s), executive(s), officer(s) or representatives(s) of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Directors of the Company or Company Secretary of the Company, be provided to the concerned authorities or such other persons as may be required.”

Certified True Copy

For and on behalf of Sundew Properties Limited

PREETI Digitally signed
by PREETI
NAVEEN NAVEEN CHHEDA
CHHEDA Date: 2021.09.03
14:34:46 +05'30'

Preeti Chheda

Director

DIN: 08066703

Place: Mumbai

CIN: U70102TG2006PLC050883

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Sundew Properties Limited



CERIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMEBERS OF THE COMPANY AT THE EXTRAORDINARY GENERAL MEETING HELD ON AUGUST 23, 2021 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MINDSPACE CYBERABAD, S. NO. 64(PART), APIIC SOFTWARE UNIT LAYOUT, NEXT TO VSNL BUILDING, HITECH CITY, MADHAPUR, HYDERABAD-500081

Issue of upto 4,000 listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures (“Non-Convertible Debentures”) by the Company:

“RESOLVED THAT pursuant to the provisions of section 42, 71 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as "**the Act**") read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated 10 August 2021 issued by Securities and Exchange Board of India ("**SEBI**"), read with all other applicable laws, regulations, circulars, notifications and guidelines issued by SEBI, Reserve Bank of India ("**RBI**") or any other statutory or regulatory body and as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company, subject to necessary approval(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, approval of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to offer, invite for subscription and issue upto 4,000 listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures ("**Non-Convertible Debentures**") aggregating upto Rs. 4,00,00,00,000 (Rupees four hundred crores), in one or more tranches / series / issuances / phases, in dematerialised form, on a private placement basis, proposed to be listed on the debt segment of any recognized stock exchange in India including BSE Limited and/or National Stock Exchange of India Limited, to resident individuals, Hindu undivided family, trust, limited liability partnerships, partnership firm(s), portfolio managers, association of persons, companies and bodies corporate including public sector undertakings, commercial banks, regional rural banks, financial institutions and non-banking financial companies, insurance companies, mutual funds/ alternative investment fund (AIF), and any other investor eligible to invest in these Non-Convertible Debentures ("**Debenture Holders**") under the applicable laws by the Company, on such terms and in such manner as the Board may be deemed fit and decide in its absolute discretion, in such a manner that the aggregate borrowings of the Company, at any point of time, shall not exceed the overall borrowing limits of Rs. 2,000 crores during the period as may be permitted under the Act and other applicable laws and on such terms and conditions as may be decided by the Board.

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Sundew Properties Limited



RESOLVED FURTHER THAT for giving effect to above resolution, the Board of Directors of the Company be and is hereby authorised, in its absolute discretion, to do all such acts, deeds, matters and things, determination of the terms thereof (including class of investors to whom the Non-Convertible Debentures on a private placement basis in one or more series / tranches are to be offered, number of Non-Convertible Debentures to be offered in each tranche, issue price, rate of interest / coupon, redemption period, allotment of such Non-Convertible Debentures), execute all necessary and required agreements, documents including issuance of Information Memorandum cum private placement offer letter in Form PAS-4 prescribed under the Act and the Companies (Prospectus and Allotment Of Securities), Rules, 2014, instruments, writings and papers, appoint lead managers, arrangers, debenture trustees and other agencies or intermediaries, enter into arrangements for managing the offer, private placement documents and pay any fees, remuneration, expenses relating thereto, settle all difficulties, doubts and questions that may arise with respect to the offer, issue and allotment, utilization of the proceeds of the issue and do all such acts, deeds, matters and things as may be deemed necessary or considered, desirable or expedient by the Board of Directors in the best interest of the Company and its members.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Finance Committee or any director(s), executive(s), officer(s) or representatives(s) of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

//Certified to be true//

For and on behalf of **Sundew Properties Limited**

PREETI
NAVEEN
CHHEDA

Digitally signed by
PREETI NAVEEN
CHHEDA
Date: 2021.09.06
15:40:19 +05'30'

Preeti Chheda
Director
DIN: 08066703

CIN: U70102TG2006PLC050883

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Sundew Properties Limited



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:-

Item No.1:

Issue of upto 4,000 Listed, Rated, Secured, Non-cumulative, taxable, Transferable, Redeemable Non-Convertible Debentures (“Non- Convertible Debentures”) by the Company:

The Board of Directors of the Company at its Meeting held on August 12, 2021 had accorded its approval for offer and issue upto 4,000 listed, rated, secured, non-cumulative, taxable, transferable, redeemable non-convertible debentures (“**Non-Convertible Debentures**”) of Rs.10 lacs each, aggregating upto Rs. 4,00,00,00,000 (Rupees four hundred crores), in one or more tranches / series / issuances / phases, in dematerialised form, on private placement basis, proposed to be listed on the debt segment of any recognized stock exchange in India to resident individuals, Hindu undivided family, trust, limited liability partnerships, partnership firm(s), portfolio managers, association of persons, companies and bodies corporate including public sector undertakings, commercial banks, regional rural banks, financial institutions and non-banking financial companies, insurance companies, mutual funds/ alternative investment fund (AIF), and any other investor eligible (“**Debenture Holders**”) to invest in these Non-Convertible Debentures under the applicable laws by the Company, on such terms and in such manner as the Board may be deemed fit and decide in its absolute discretion.

In order to allow the Company to raise the funds through issuance of Non-Convertible Debentures, the Board in their meeting held on August 12, 2021, had subject to the approval of shareholders, passed a resolution for issuance of the Non-Convertible Debentures on private placement basis, in one or more tranches aggregating upto an amount not exceeding Rs. 400 Crores (Rupees Four Hundred Crores only).

In terms of the provisions of Section 42 and Section 71 of the Companies Act, 2013, and rules made thereunder, additional prior approval of the shareholders by way of a special resolution is required for offering or extending an invitation to subscribe to debentures on private placement basis. Such approval is valid for one year for all offers and invitations during this period.

The members may take note that the issue of the Non-Convertible Debentures shall not result in dilution of the stake held by Andhra Pradesh Industrial Infrastructure Corporation Limited’s (APIIC) in the Company.

Furthermore, the members may take note that no third party (including any Non- Convertible Debenture holder), shall have any claims or rights whatsoever against the Government of Telangana or APIIC (Consequent upon Telangana State Industrial Infrastructure Corporation Limited (“TSIIC”) - A Government

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Sundew Properties Limited



of Telangana Undertaking, becoming a shareholder and member of the Company, APIIC shall be substituted by TSIC as a shareholder and member of the Company, in Company's records) or its nominee(s), with respect to any matter arising out of the proposed issuance of the Non-Convertible Debentures, either at present or in the future.

The following disclosures for the issue of Non-Convertible Debentures on private placement basis are made in accordance with the provisions of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014.

- Particulars of the offer including date of passing of Board resolution:** Upto 4000 (Four Thousand) Listed, Rated, Secured, Non-Cumulative, Taxable, Transferable, Redeemable Non-Convertible Debentures of Face Value Rs. 10,00,000 Per Debenture for an aggregate of Rs. 400 Crores (Four Hundred Crores) has been approved by the Board in its meeting held on August 12, 2021.
- Kinds of securities offered and the price at which security is being offered:** Listed, Rated, Secured, Non-Cumulative, Taxable, Transferable, Redeemable Non-Convertible Debentures of Face Value Rs. 10,00,000 Per Debenture at par.
- Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** Not applicable as Non-Convertible Debentures are issued at par.
- Name and address of valuer who performed valuation:** Not applicable
- Amount which the Company intends to raise by way of such securities:** Upto Rs. 400 Crores.
- Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets to be charged as securities:**

Company	Sundew Properties Limited
Guarantor	Mindspace Business Parks REIT ("REIT")
Sponsor of REIT	Cape Trading LLP & Anbee Constructions LLP
Issue Size	Rs. 400 crores
Instrument	Listed, Rated, Secured, Non-cumulative, taxable, Transferable, Redeemable Non-Convertible Debentures (Non-Convertible Debentures)
Tenure	34 months
Objects of the Issue	The funds raised by the Issue shall be utilised by the Company in compliance with the provisions of the applicable laws for general corporate purposes including payment of fees and expenses in connection with the Issue, construction related expenses, working

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Sundew Properties Limited



	capital requirement, repayment of existing financials indebtedness (including any financial indebtedness availed by the Company from Mindspace Business Parks REIT), interim investments in cash equivalent investments, direct or indirect acquisition of commercial properties and for providing loans to the Group SPVs of the Company for meeting their construction related expenses, working capital or general corporate requirements, including interim investments in cash equivalent investments, repayment of their existing financial indebtedness, for providing inter-company deposits to other Group SPVs financing their operations, and/or acquisition of commercial properties directly or indirectly by way of purchase of any securities of other entities holding commercial properties, each in accordance with applicable laws
Frequency of interest payment	Quarterly interest payment beginning end of first full quarter from the Deemed Date of Allotment with last coupon payment being the scheduled redemption date
Security	<p>The obligations of the Company under the Non-Convertible Debentures along with the applicable coupon, additional interest, default interest, liabilities and other monies in respect of the Non-Convertible Debentures is proposed to be secured by:</p> <ul style="list-style-type: none">• First ranking exclusive security interest by way of an equitable mortgage over identified immovable properties (<i>as identified below</i>);• First ranking sole and exclusive security interest by way of hypothecation over (i) the current & future movable assets owned by the Company and receivables pertaining to identified immovable properties and (ii) the escrow account and the subscription account and all amounts standing to the credit of, or accrued or accruing on escrow account and the subscription account.• the general power of attorney to be granted by the Company in favour of the Debenture Trustee in relation to the (i) Mortgaged Immoveable Properties; and (ii) right of access and entry to the Company's immovable properties including the Mortgaged Immoveable Properties and right to enter, use and access all common areas and facilities in the larger SEZ development (not forming part of the Mortgaged Immoveable Properties) within which the Mortgaged Immoveable Properties is situated (collectively the "Usage and Access Rights");• the special power of attorney to be granted by the Company in favour of the Debenture Trustee in relation to the Mortgaged Immoveable Properties and Usage and Access Rights;

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Sundew Properties Limited



	<p>The above security shall be created on or before the deemed date of allotment of Non-Convertible Debentures. The security will be perfected in accordance with the provisions and timelines contained in the debenture trust deed to be executed with respect to the Non-Convertible Debentures.</p> <ul style="list-style-type: none">• Guarantee from REIT
Financial Covenants	<p>At the Company Level</p> <ul style="list-style-type: none">• Loan To Value <=49%• Gross Total Debt / EBITDA < = 5.00x <p>At the REIT level:</p> <ul style="list-style-type: none">• Gross Total Debt / EBITDA < = 5.00x• Loan To Value <= 49% <p>At the identified immovable properties Level</p> <ul style="list-style-type: none">• Loan To Value <=50%

Description of identified immovable properties

Particulars	Building 20	Building 12B - Part
Project	Mindspace Madhapur, Hyderabad	Mindspace Madhapur, Hyderabad
Buildings offered for Security	Building 20	Units on the 13 th and 14 th Floor of Building 12B

There is no contribution being made by the Promoters or Director either as part of offer or separately in furtherance of its objects.

Hence, the members are requested to approve offer, invite subscription and issue of Non-Convertible Debentures by the Company. Accordingly, the Board of Directors of the Company recommend this resolution to be passed as a Special Resolution in the interest of the Company

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Sundew Properties Limited



None of the Directors, Key Managerial Persons or their respective relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution.

//Certified to be true//

For and on behalf of **Sundew Properties Limited**

PREETI

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PREETI NAVEEN

NAVEEN

CHHEDA

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Date: 2021.09.06
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Preeti Chheda

Director

DIN: 08066703

CIN: U70102TG2006PLC050883

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Tel. : 040-6628 0000 Fax : 040-6628 0065

CIN : U70102TG2006PLC050883



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF SUNDEW PROPERTIES LIMITED HELD ON 30TH MAY, 2014 AT ITS REGISTERED OFFICE.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof and other applicable Rules, Regulations, if any, in this regard), for the time being in force, and in supersession of the ordinary resolution passed at the Extra Ordinary General Meeting of the Company held on 27th February, 2013 under Section 293(1)(a) of the Companies Act, 1956 in this regard, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the any Committee thereof, if and when constituted) for the disposal, if any, of any undertaking(s) or substantially the whole of any undertaking(s) which may become applicable pursuant to and in consequence of creation of any kind of charges, mortgages, hypothecations, liens, pledges, creation of any interest or lien as security, and/or other similar encumbrances in addition to any of the existing charges, mortgages, hypothecations, liens, pledges, interest or lien as security and/or other similar encumbrances, if any, created by the Company, on any movable and immovable properties and other assets/rights, whether tangible or otherwise, both present and future, of the Company (hereinafter collectively also referred to as “Charges”), and in such form and manner as the Board and / or any Committee thereto, as the case may be, may deem fit, in favour of any bank(s) and/or any financial institution(s) and/or any other lender(s) and/or any other person(s), and/or trustees as holders of any of such charges, mortgages, hypothecations, liens, pledges, interest or lien as security and/or other similar encumbrances to secure any loan(s) and/or borrowing(s) and/or by way of bills payable and/or by way of letters of credit, by whatever name called including by the issue of non-convertible debentures/bonds, that may be borrowed and/or debt incurred/issued and/or in any manner and in any form by whatever name called, by the Company from time to time (hereinafter collectively referred to as “Borrowings”) and/or to secure (in the ordinary course of business of the Company) any similar Borrowings of any other person(s) (as may be permissible in accordance with the applicable provisions of the Companies Act 2013, including any amendment thereto or re-enactment thereof, and other applicable Rules, Regulations, if any, in this regard for the time being in force), against such Charges.

RESOLVED FURTHER THAT the Board including any Committee thereof, if any, be and is hereby authorised/continue to be authorized to do all such acts, matters, deeds and things, as may be required and is also hereby authorized/continue to be authorized to execute all such documents, instruments and writings as may be required in this regard for and on behalf of the Company including authorizing/continue authorizing other authorized signatories for the same.”

For Sundew Properties Limited,

Director

Mumbai,

Dated: 22nd February, 2016

Sundew Properties Limited

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CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The shareholders of the Company had by an ordinary resolution passed under Section 293(1)(a) of the Companies Act, 1956 authorised the Board of Directors of the Company to create charges, mortgages, hypothecations, liens and/or other similar encumbrances on movable and immovable properties of the Company, both present and future, in favour of bank(s)/financial institution(s)/other lender(s), and trustees as holders of such charges, mortgages, hypothecations, liens and/or other similar encumbrances to secure the borrowings of the Company. However, the provisions of Section 180(1) (a) of the Companies Act, 2013 have come into force with effect 12th September, 2013. Ministry of Corporate Affairs vide General Circular No. 04/2014 dated 25th March, 2014 clarified that the resolutions passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings and/or creation of security on assets of the Company are valid for a period of one year. In accordance with the provisions of Section 180(1) (a) of the Companies Act, 2013, consent of the shareholders by way of a special resolution at a general meeting is necessary for creation of the aforesaid securities.

Accordingly, it is proposed to obtain approval of the shareholders of the Company pursuant to the provisions of the aforesaid Section 180(1)(a) of the Companies Act, 2013, to dispose of any undertaking(s) or substantially the whole of any undertaking(s) which may be applicable pursuant to and in consequence of creation of any kind of charges, mortgages, hypothecations, liens, pledges, creation of any interest or lien as security, and/or other similar encumbrances in addition to any of the existing charges, mortgages, hypothecations, liens, pledges, interest or lien as security and/or other similar encumbrances, if any, created by the Company, on any movable and immovable properties and other assets/rights, whether tangible or otherwise, both present and future, of the Company (hereinafter collectively also referred to as "Charges"), and in such form and manner as the Board and / or any Committee thereto, as the case may be, may deem fit, in favour of any bank(s) and/or any financial institution(s) and/or any other lender(s) and/or any other person(s), and/or trustees as holders of any of such charges, mortgages, hypothecations, liens, pledges, interest or lien as security and/or other similar encumbrances to secure any loan(s) and/or borrowing(s) and/or by way of bills payable and/or by way of letters of credit, by whatever name called including by the issue of non-convertible debentures/bonds, that may be borrowed and/or debt incurred/issued and/or in any manner and in any form by whatever name called, by the Company from time to time (hereinafter collectively referred to as "Borrowings") and/or to secure (in the ordinary course of business of the Company) any similar Borrowings of any other person(s) (as may be permissible in accordance with the applicable provisions of the Companies Act 2013, including any amendment thereto or re-enactment thereof, and other applicable Rules, Regulations, if any, in this regard for the time being in force), against such Charges.

The Board recommends this resolution to be passed by the shareholders.

None of the Directors of the Company or their relatives are concerned or interested in the Resolution except to the extent of security, if any, that may be given by the Company to any person(s) for any Borrowings that may be made by any of the bodies corporate in which the

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CIN : U70102TG2006PLC050883



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Directors of the Company are directors or are concerned or interested or are promoters as is already disclosed by the Directors to the Company and/or further disclosure(s), if any, that may be made/given by the Directors from time to time to the Company; under the provisions of Section 184(1) of the Companies Act, 2013.

For Sundew Properties Limited,



Director

Mumbai,
Dated: 22nd February, 2016

Sundew Properties Limited

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF SUNDEW PROPERTIES LIMITED HELD ON 30TH MAY, 2014 AT ITS REGISTERED OFFICE.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or re-enactment thereof and other applicable Rules, Regulations, if any, in this regard), for the time being in force, and in supersession of the ordinary resolution passed at the Extra Ordinary General Meeting of the Company held on 27th February, 2013 under Section 293(1)(d) of the Companies Act, 1956 in this regard, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof if and when constituted) to borrow/continue to borrow from time to time from any person(s), amounts and/or monies and/or by way of bills payable and/or by way of letter(s) of credit and/or in any other manner and/or in any other form (including incurring of any debt), which together with the amounts/monies/bills payable/letters of credit already borrowed/debt incurred in every manner and form, all of which whether secured and/or unsecured (hereinafter collectively referred to as “Borrowings”) by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of its business) may exceed the aggregate of the paid up capital of the Company and its free reserves (as defined under the relevant section of the Companies Act, 2013 or re-enactment thereof, for the time being in force), so however that the total amount of Borrowings by the Company under the authority of the Board and/or any Committee, as the case may be, shall not at any time exceed the amount of Rs.2,000 Crores (Rupees Two Thousand Crores only).”

For Sundew Properties Limited,

Director

Mumbai,
Dated: 22nd February, 2016

Sundew Properties Limited

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The shareholders of the Company had by an ordinary resolution passed under Section 293(1)(d) of the Companies Act, 1956 authorised the Board of Directors of the Company to borrow exceeding the aggregate of the paid-up capital of the Company and its free reserves up to a limit of Rs. 2,000.00 Crores (Rupees Two Thousand Crores only) to enable the Company to borrow from Banks/Financial Institutions and others from time to time to meet its fund requirements including repayment of part of the existing borrowings. However, the provisions of Section 180(1)(c) of the Companies Act, 2013 have come into force with effect 12th September, 2013. Ministry of Corporate Affairs vide General Circular No. 04/2014 dated 25th March, 2014 clarified that the resolutions passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings and/or creation of security on assets of the Company are valid for a period of one year. In accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, consent of the shareholders by way of a special resolution at a general meeting is necessary to borrow moneys exceeding the aggregate of the paid-up capital of the company and its free reserves. Accordingly, it is proposed to seek consent of the shareholders of the Company by way of a special resolution under Section 180(1)(c) of the Companies Act, 2013, to enable the Company to borrow/continue to borrow from time to time from any person(s) (which will include Banks/Financial Institutions and others), amounts and/or monies and/or by way of bills payable and/or by way of letter(s) of credit and/or in any other manner and/or in any other form (including incurring of any debt), which together with the amounts/monies/bills payable/letters of credit already borrowed/debt incurred in every manner and form, all of which whether secured and/or unsecured (hereinafter collectively referred to as "Borrowings") by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of its business) exceeding the aggregate of the paid up capital of the Company and its free reserves (as defined under the relevant section of the Companies Act 2013 or re-enactment thereof, for the time being in force), so however that the total amount of Borrowings by the Company under the authority of the Board and/or any Committee thereof, if and when constituted, as the case may be, shall not at any time exceed the amount of Rs. 2,000.00 Crores (Rupees Two Thousand Crores only).

The Board recommends this resolution to be passed by the shareholders.

None of the Directors of the Company or their relatives are concerned or interested in the Resolution except to the extent of borrowings, if any, that may be made by the Company from the bodies corporate in which the Directors of the Company are directors or are concerned or interested or are promoters as is already disclosed by the Directors to the Company and/or further disclosure(s), if any, that may be made/given by the Directors from time to time to the Company; under the provisions of Section 184(1) of the Companies Act, 2013.

For Sundew Properties Limited,


Director

Mumbai,
Dated: 22nd February, 2016

Schedule IV
Financial Statements and Financial Statements (Quarterly)
of the Issuer

**Deloitte
Haskins & Sells**

Chartered Accountants
Lotus Corporate Park
1st Floor, Wing A - G
CTS No.185/A, Jay Coach
Off Western Express Highway
Goregaon (East)
Mumbai - 400 063
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INDEPENDENT AUDITOR'S REPORT
To The Members of Sundew Properties Limited
Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **Sundew Properties Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report including Annexures to Director's Report, but does not include the Ind AS financial statements and our auditor's report thereon.
- Our opinion on the Ind AS financial statements does not cover the other information which we obtained prior to the date of this auditor's report and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.



- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration is paid by the Company to its directors during the year.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018



Rukshad N. Daruvala

Partner
(Membership No. 111188)

Place: Mumbai
Date: 14 June 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of **Sundew Properties Limited** ("the Company") as of 31 March 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018



Rukshad N. Daruvala

Partner

(Membership No.111188)

Place: Mumbai

Date: 14 June 2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

- (i) In respect of Company's Property, plant & equipment and Investment properties:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property plant and equipment and Investment property.
 - (b) The Property plant and equipment and Investment property were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property plant and equipment and Investment property at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and based on the examination of the records provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted unsecured loans, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - b) The unsecured loans granted to companies and interest thereon is repayable on demand. The borrowers have been regular in payment of principal and interest as demanded.
 - c) There is no overdue amount remaining outstanding as at the year end.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Section 185. In our opinion and according to the information and explanations given to us, the provisions of Section 186 of the Act in respect of loans given are not applicable to the Company, since it is engaged in the business of providing infrastructural facilities. Accordingly, compliance under Section 186 of the Companies Act, 2013 in respect of providing of guarantees and security and investment made is not applicable.



- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year as provided under Section 73 to 76 or any other relevant provisions of the Companies Act, 2013. There are no unclaimed deposits at any time during the year.
- (vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for Construction business. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Goods and Services Tax, cess and other material statutory dues applicable to it to the appropriate authorities. Customs duty and Employees' State Insurance is not applicable.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Goods and Services Tax, cess and other material statutory dues in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- (c) Details of dues of Service Tax which have not been deposited as on 31 March 2019 on account of disputes are given below:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Unpaid (₹ in lakhs)
The Finance Act 1994	Wrong availment of credit of service tax paid on input services.	Customs, Excise & Service Tax Appellate Tribunal	2011-12	2.40
The Finance Act 1994	Service tax on renting of fit-outs and equipment.	Customs, Excise & Service Tax Appellate Tribunal	2010-11 & 2011-12	10.97

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institution. The Company has neither taken any loans or borrowings from government nor has issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) but has raised money by way of term loans during the year. In our opinion and according to the information and explanation given to us, the term loans have been applied by the Company during the year for the purpose for which they were obtained.



- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) but has raised money by way of term loans during the year. In our opinion and according to the information and explanation given to us, the term loans have been applied by the Company during the year for the purpose for which they were obtained.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid any managerial remuneration during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Deloitte Haskins & Sells LLP

Chartered Accountants

Firm's Registration No. 117366W/W-100018



Rukshad N. Daruvala

Partner

(Membership No. 111188)

Place: Mumbai

Date: 14 June 2019

Sundew Properties Limited

Balance sheet as at 31 March 2019

(Currency: Indian rupees in lakhs)

	Note	As at 31 March 2019	As at 31 March 2018
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	3,028.93	4,315.12
(b) Intangible assets	4A	-	1.17
(c) Capital work-in-progress		215.15	215.15
(d) Investment property	5	80,917.82	84,969.82
(e) Investment property under construction	6	12,389.48	1,337.94
(f) Financial assets			
(i) Other financial assets	7	953.85	1,042.50
(g) Income tax assets (net)	8	3,733.71	3,696.98
(h) Other non-current assets	9	4,594.01	1,723.48
Total non-current assets		106,632.95	97,302.16
2 Current assets			
(a) Inventories	10	60.99	61.86
(b) Financial assets			
(i) Trade receivables	11	660.81	535.42
(ii) Cash and cash equivalents	12	490.11	241.03
(iii) Other bank balances	13	-	750.00
(iv) Loans	14	59,694.70	52,615.00
(v) Others financial assets	7	5,672.36	4,441.62
(c) Other current assets	9	293.70	456.28
Total current assets		66,872.67	59,101.21
TOTAL ASSETS		173,505.62	156,403.37
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	2,817.07	2,817.07
(b) Other equity	16	20,806.03	6,397.99
Total equity		23,623.10	9,215.06
Liabilities			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	121,391.62	114,931.83
(ii) Other financial liabilities	18	1,249.27	2,526.87
(b) Other non-current liabilities	19	140.71	309.00
(c) Provisions	20	5.29	7.76
(d) Deferred tax liabilities (net)	34	475.87	5,067.14
Total non-current liabilities		123,262.76	122,842.60
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	3,338.68	3,892.83
(ii) Trade payables			
(a) total outstanding dues of micro and small enterprises; and	21	72.47	-
(b) total outstanding dues of creditors other than micro and small enterprises	21	1,158.01	1,091.20
(iii) Other financial liabilities	18	21,386.98	18,590.10
(b) Other current liabilities	19	663.13	771.36
(c) Provisions	20	0.49	0.22
Total current liabilities		26,619.76	24,345.71
Total liabilities		149,882.52	147,188.31
TOTAL EQUITY AND LIABILITIES		173,505.62	156,403.37

Notes to the Ind AS financial statements

The accompanying notes form an integral part of these Ind AS financial statements, in terms of our report of even date attached

For Deloitte Haskins & Sells LLP
Chartered Accountants



Rukshad N. Daruvala
Partner



1 to 44

For and on behalf of the Board of Directors of
Sundew Properties Limited
CIN: U70102TG2006PLC050883


Ravi Ralteja
Director
DIN: 00028044


Preeti Naveen Chheda
Director
DIN: 08066703


Swetha Jujavarapu
Chief financial officer


Dola Chatterjee
Company secretary
M. No. A55963

Place: Mumbai
Date: 14 June 2019

Place: Hyderabad
Date: 14 June 2019

Sundew Properties Limited

Statement of Profit and Loss for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)


	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue			
Revenue from operations	22	27,808.07	25,877.00
Other operating income	22	80.26	88.41
Other income	23	6,451.67	5,197.61
Total Income		34,340.00	31,163.02
Expenses			
Employee benefits expense	24	58.35	54.74
Finance costs	25	11,920.86	14,075.86
Depreciation and amortisation expense	26	4,453.01	4,613.99
Other expenses	27	5,271.07	5,919.66
Total expense		21,703.29	24,664.25
Profit before tax		12,636.71	6,498.77
Tax expenses:	34		
Current tax		2,821.58	1,431.14
Minimum alternate tax credit entitlement		(2,821.58)	(3,496.89)
Deferred tax (credit) / charge		(1,769.69)	10,278.83
Total tax expense		(1,769.69)	8,213.08
Profit/ (Loss) for the year		14,406.40	(1,714.31)
Other comprehensive income			
A Items that will not be reclassified to profit or loss			
(i) Remeasurements of defined benefit liability (asset)		(1.65)	-
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B Items that will be reclassified to profit or loss			
(i) Income tax relating to items that will be reclassified to profit or loss			
Total comprehensive income for the year		14,408.04	(1,714.31)
Earnings per equity share (in Rupees.): (Face value per share Rs. 10 each)			
(1) Basic	29	51.14	(6.09)
(2) Diluted		51.14	(6.09)

Notes to the Ind AS financial statements

1 to 44

The accompanying notes form an integral part of these Ind AS financial statements. In terms of our report of even date attached


For Deloitte Haskins & Sells LLP
Chartered Accountants


Rukshad N. Daruvala
Partner



For and on behalf of the Board of Directors of
Sundew Properties Limited
CIN: U70102TG2006PLC050883


Ravi Raheja
Director
DIN : 00028044


Preeti Naveen Chheda
Director
DIN : 08066703


Swetha Jujavarapu
Chief financial officer


Dola Chatterjee
Company secretary
M. No. A55963

Place : Mumbai
Date: 14 June 2019

Place : Hyderabad
Date: 14 June 2019

Sundew Properties Limited

Statement of Changes in Equity for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

(a) Equity share capital

Particulars	31 March 2019		31 March 2018	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year	28,170,650	2,817.07	28,170,650	2,817.07
Balance at the end of the year	28,170,650	2,817.07	28,170,650	2,817.07

(b) Other equity

Particulars	Reserves and surplus		Item of other comprehensive	Total equity
	Security premium	Retained earnings		
Balance at 1 April 2017	3,846.07	7,656.79	-	11,502.86
Loss for the year	-	(1,714.31)	-	(1,714.31)
Total comprehensive income for the year	3,846.07	5,942.48	-	9,788.55
Dividend paid for the financial year 2016-17	-	(2,817.07)	-	(2,817.07)
Tax on dividend	-	(573.49)	-	(573.49)
Balance at 31 March 2018	3,846.07	2,551.92	-	6,397.99
Balance at 1 April 2018	3,846.07	2,551.92	-	6,397.99
Profit for the year	-	14,406.40	-	14,406.40
Other comprehensive income for the year	-	-	(1.65)	(1.65)
Total comprehensive income for the year	3,846.07	16,958.32	(1.65)	20,806.03
Balance at 31 March 2019	3,846.07	16,958.32	(1.65)	20,806.03


The accompanying notes form an integral part of these Ind AS financial statements.
In terms of our report of even date attached


For Deloitte Haskins & Sells LLP
Chartered Accountants


Rukshad N. Daruvala
Partner



For and on behalf of the Board of Directors of
Sundew Properties Limited
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Ravi Raheja
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DIN : 08066703


Swetha Jujavarapu
Chief financial officer


Dola Chatterjee
Company secretary
M. No. A55963

Place : Mumbai
Date: 14 June 2019

Place : Hyderabad
Date: 14 June 2019

Sundew Properties Limited

Statement of Cash Flow

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Cash flow from operating activities		
Profit before tax	12,636.71	6,498.77
Adjustments for		
Other comprehensive income	1.65	-
Depreciation and amortisation of property, plant and equipment	481.09	506.63
(Gain) on sale of property, plant and equipment	(76.32)	(12.68)
Depreciation on investment property	3,982.16	4,126.05
Investment Property written off	-	201.65
Unrealised foreign exchange gain	-	(1.28)
Liabilities / provisions no longer required written back	(34.11)	(250.47)
Advances written off	19.25	-
Finance income (including fair value change in financial instruments)	(6,214.16)	(4,851.45)
Finance costs (including fair value change in financial instruments)	11,920.86	14,075.86
Operating loss before working capital changes	22,717.13	20,293.07
Working capital changes		
Decrease in inventories	0.87	16.17
(Increase) in trade and other receivables	(125.39)	(80.18)
(Increase) in other assets	334.23	-
(Increase) in other Financial assets	100.68	4,781.47
Increase/(Decrease) in trade and other payables	139.28	(442.66)
Increase in other financial liabilities	849.88	3,443.20
Decrease in other current liabilities	(244.61)	(3,067.41)
Cash generated from operations	23,772.07	24,943.66
Income tax paid	(2,858.31)	(2,453.26)
Net cash flows generated from operating activities	20,913.76	22,490.40
Cash flow from investing activities		
Expenditure incurred on purchase and construction of property, plant and equipment	(6.16)	(74.35)
Expenditure incurred on purchase and construction of investment property	-	(567.61)
Expenditure incurred for investment property under construction	(12,486.09)	(974.94)
Loans given	(65,157.20)	(22,256.71)
Repayment of loans given	58,077.50	11,568.25
Proceeds from fixed deposit maturity (net)	372.52	(486.00)
Proceeds from sale of property, plant and equipment	158.58	14.56
Interest received	4,952.14	1,857.60
Net cash flows used in investing activities	(14,088.71)	(10,919.20)
Cash flow from financing activities		
long term borrowings (net)	5,041.80	703.90
Dividend paid	-	(3,390.56)
Finance charges paid	(11,757.49)	(14,202.17)
Net cash flows generated used in financing activities	(6,715.69)	(16,888.83)
Net Increase/ (decrease) in cash and cash equivalents	109.36	(5,317.63)
Cash and cash equivalents at the beginning of the year	(2,957.94)	2,359.69
Cash and cash equivalents at the end of the year	(2,848.58)	(2,957.94)
Reconciliation of Cash and cash equivalents with the Balance Sheet		
Cash and cash equivalents as per Balance Sheet	(2,848.57)	(2,957.94)
Cash and cash equivalents as restated as at the year end	(2,848.57)	(2,957.94)



Sundew Properties Limited

Statement of Cash Flow for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)


Particulars Notes	Year ended 31 March 2019	Year ended 31 March 2018
I. Cash and cash equivalents		
Cash on hand	8.21	2.58
Balance with banks		
- on current accounts	109.38	163.45
Deposit accounts with less than or equal to 3 months maturity	372.52	75.00
Less : Bank Overdraft (Refer note - 17)	(3,338.68)	(3,199.0)
	<u>(2,848.57)</u>	<u>(2,957.94)</u>

2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of Cash Flow".

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

The accompanying notes form an integral part of these Ind AS financial statements.
In terms of our report of even date attached

For Deloitte Haskins & Sells LLP
Chartered Accountants


Rukshad N. Daruvala
Partner




Ravi Raheja
Director
DIN : 00028044


Swetha Jujavarapu
Chief financial officer

For and on behalf of the Board of Directors of
Sundew Properties Limited
CIN: U70102TG2006PLC050883


Preeti Naveen Chheda
Director
DIN : 08066703


Dola Chatterjee
Company secretary
M. No. A55963

Place : Mumbai
Date: 14 June 2019

Place : Hyderabad
Date: 14 June 2019

Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

1. Background

Sundew Properties Limited ('Sundew' or 'the Company') was incorporated as a Private Limited company on 11 August 2006. The Company changed its status from Private Limited Company to Public Limited Company with effect from 23 November 2012.

The Company is engaged in real estate development projects of integrated townships with high quality commercial segments such as Special Economic Zone (SEZ), Information Technology Parks and other commercial segments. During 2013-14, part of the area of the project has been de-notified into a Non-SEZ development.

In the year 2013, the Company had applied to erstwhile The Andhra Pradesh Electricity Regulatory Commission (APERC) ("Department") for Deemed distribution licensee status to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad.

During the year ended 31 March 2016, the Department passed an order identifying the Company as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain prudent conditions. The Company has filed an application seeking modification of such conditions. The outcome of such application is awaited.

2. Basis of preparation

2.1. Statement of compliance

These Ind AS financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

Details of the Company's accounting policies are included in Note 3.

2.2. Functional and presentation currency

These Ind AS financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All the financial information have been presented in Indian Rupees (INR) and all amounts have been rounded-off to the nearest lakhs, except for share data and as otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentage may not precisely reflect the absolute figures.



Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

2. Basis of preparation (Continued)

2.3. Basis of measurement

These Ind AS financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities which are measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this financial statements is determined on such a basis, except for measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.4. Use of estimates and judgements

In preparing these Ind AS Financial Statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.



Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies

3.1 Classification of assets and liabilities

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

Assets

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

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

All other assets are classified as non-current.

Liabilities

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

- (a) it is expected to be settled in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the balance sheet date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

All other liabilities are classified as non-current

Operating cycle

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

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



Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (*Continued*)

3.2. Property, plant and equipment

1. Intangible assets

(a) Recognition and measurement

An intangible asset is an identifiable non-monetary asset without physical substance. Intangible assets are initially measured at its cost and then carried at the cost less accumulated amortisation and accumulated impairment, if any.

(b) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in Statement of Profit and Loss as incurred.

(c) Amortisation

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in Statement of Profit or Loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

Intangible assets in the nature of Software is amortised over the period of 4 years.

2. Tangible assets (including power assets)

(a) Recognition and measurements

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if any. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Advance paid /expenditure incurred on acquisition / construction of property, plant and equipment which are not ready for their intended use at each balance sheet date are disclosed under loans and advances as advances on capital account and capital work-in-progress respectively.

Property, plant and equipment under construction are disclosed as Capital work-in-progress.

(b) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.



Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (Continued)

3.2. Property, plant and equipment (Including power assets) (Continued)

(c) Depreciation

Depreciation is provided using the straight line method as per the useful life of the assets estimated by the management. The estimated useful lives of the assets, which are lower than or equal to those prescribed under Schedule II of the Act, and listed in the table below. Depreciation on addition / deletion of property, plant and equipment made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)
Plant and machinery *	10
Computers	3
Furniture and fixtures *	7
Office equipments *	4

Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition.

* For these class of assets, based on technical assessment the management believes the useful life of the assets are appropriate, which are lower than those prescribed under Part C of Schedule II of the Act.

3.3 Impairment of assets

The Company assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognised in the Statement of Profit and Loss or against revaluation surplus, where applicable.

If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciated historical cost.



Sundew Properties Limited

Notes to the Ind AS financial statements for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (Continued)

3.4 Investment property

(a) Recognition and measurement

Properties including land, building and other assets, which are held either for long-term rental yield or for capital appreciation or for both, and which are not occupied substantially by the Company are classified as investment property.

Investment property are initially recognised at cost, including related transaction costs less impairment losses, if any. Cost comprises of direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are allocated on a reasonable basis to the cost of the project.

Acquisitions and disposals are accounted for at the date of completion.

(b) Depreciation

Depreciation on investment property is provided using the straight line method, as per useful life of the assets estimated by the management. The estimated useful life of the assets, which are lower than or equal to those prescribed under Schedule II of the Act, and listed in the table below.

Depreciation on addition / deletion of investment property made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

The assets and estimated useful life are as under:

Asset group	Estimated useful life (in years)
Building	60
Plant and machinery *	10
Electrical installation *	10
Infrastructure and development *	10
Furniture and fixtures *	7

* For these class of assets, based on technical assessment the management believes the useful life of the assets are appropriate, which are lower than those prescribed under Part C of Schedule II of the Act.

(c) Fair value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in the Note 5.



Sundew Properties Limited

Notes to the Ind AS financial statements for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (Continued)

Investment property (Continued)

Investment properties under construction

Property that is being constructed for future use as investment property or asset to be held under a finance lease arrangement is accounted for as investment property under construction until construction or development is complete.

Direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Capital work in progress represents the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

3.4 *Borrowing costs*

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Capitalisation of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

3.5 *Inventories*

(a) *Measurement of inventory*

The Company measures its inventories at the lower of cost and net realisable value.

(b) *Cost of inventories*

The cost of inventories shall comprise all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Inventories comprise of building material and components. Inventories are valued as lower of cost and net realisable value. Cost is determined on moving weighted average basis.

(c) *Net realisable value*

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

Contractual work in progress, in respect of third party customers, is classified under inventory and valued at cost.



Sundew Properties Limited

Notes to the Ind AS financial statements for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (*Continued*)

3.6 Revenue recognition

Revenue from property leased out under an operating lease is recognised over the lease term on a straight line basis, except where there is uncertainty of ultimate collection. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Maintenance income is recognised as and when related expenses are incurred.

For assets let out under finance lease, the Company recognises a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.

Interest income is recognised on time proportion basis.

3.7 Income tax

Income-tax expense comprises current tax and deferred tax charge or credit. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted.

Deferred tax

Deferred tax liability or asset is recognised for timing differences between the profits/losses offered for income taxes and profits/losses as per the Ind AS financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax asset is recognised only to the extent that it is probable that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognised only if there is a convincing evidence of realisation of such asset. Deferred tax asset is reviewed as at each balance sheet date and written down or written up to reflect the amount that is probable to be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.



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Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (Continued)

Minimum Alternate Tax (MAT)

In accordance with the guidance note issued by the Institute of Chartered Accountants of India ('ICAI') on accounting for credit available in respect of MAT under the Income-tax Act 1961, the Company recognises MAT credit as an asset only when and to the extent there is a convincing evidence that the Company will be liable to pay normal income tax during the specified period.

3.9 *Earnings per share (EPS):*

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.

3.10 *Provisions and contingent liabilities*

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

3.11 *Foreign currency transactions*

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the year-end and not covered by forward contracts, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.



Sundew Properties Limited

Notes to the Ind AS financial statements for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (*Continued*)

3.12 Leases

a) Operating lease

As a Lessor

Leases, where the lessor effectively retains substantially all the risk and benefits of ownership, of the leased assets during the lease term are classified, as operating leases. Operating lease income are recognised in Statement of Profit and Loss on straight line basis over the leased term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

b) Finance lease

Leases, where the lessor transfers substantially all the risks and benefits or ownership, of the leased assets during the lease term are classified, as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Net investment in the lease is the gross investment in lease less unearned finance income. Gross investment in the lease is aggregate of minimum lease payments under the finance lease and any unguaranteed residual value accruing to the lessor. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. The interest rate implicit in the lease is the discount rate that, at the inception of the lease, causes the aggregate present value of (a) the minimum lease payments and (b) the unguaranteed residual value to be equal to the sum of (i) the fair value of the leased asset and (ii) any initial direct costs of the lessor.

3.13 Employee benefit

Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits such as salaries, wages, etc. and are recognised in the year in which the employee rendered the related services. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the year.

Long term employee benefits:

a) Defined contribution plan

Employee benefits in the form of contributions to the provident fund is considered as defined contribution plans and the contributions are charged to the Statement of Profit and Loss of the year in which the employee renders the related service.

b) Defined benefit plan

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.



Sundew Properties Limited

Notes to the Ind AS financial statements for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (Continued)

Employee benefit (Continued)

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

c) Other long-term employee benefits

Benefits under compensated absences are accounted as other long-term employee benefits. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurement are recognised in Statement of Profit and Loss in the period in which they arise.

3.14 Cash and cash equivalents

For the purpose of presentation in the Statement of Cash Flow, cash and cash equivalents includes cash on hand, deposit held at call with banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amount of cash and which are subject to an insignificant risk of change in value, and bank overdraft. Bank overdraft are shown within borrowings in current liabilities in the balance sheet.

3.15 Financial instruments

1. Financial assets

(a) Recognition and initial measurement

Trade receivable are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at Fair Value through Profit and Loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

(b) Classification and subsequent measurement

The Company classifies its financial assets into a) financial assets measured at amortised cost, and b) financial assets measured at fair value through profit or loss (FVTPL). Management determines the classification of its financial assets at the time of initial recognition or, where applicable, at the time of reclassification.



Sundew Properties Limited

Notes to the Ind AS financial statements for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (*Continued*)

Financial assets (Continued)

(i) *Financial assets measured at amortised costs*

A financial asset is classified at amortised costs if it is held within a business model whose objective is to a) hold financial asset in order to collect contractual cash flows and b) the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using effective interest rate method (EIR). Amortised cost is arrived at after taking into consideration any discount or fees or costs that are an integral part of the EIR. The amortisation of such interests forms part of finance income in the Statement of Profit and Loss. Any impairment loss arising from these assets are recognised in the Statement of Profit and Loss.

(ii) *Financial assets measured at fair value through profit and loss (FVTPL)*

This is a residual category for classification. Any asset which do not meet the criteria for classification as at amortised cost, is classified as FVTPL. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognised in the Statement of Profit or Loss.

(c) *De-recognition and offsetting*

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

2. *Financial liabilities*

(a) *Recognition, measurement and classification*

Financial liabilities are classified as either held at a) fair value through profit or loss, or b) at amortised cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

The Company has the following financial liabilities: Loans and borrowings, Interest free security deposit, Interest accrued but not due on borrowings, Retention money payable, trade and other payables. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.



A handwritten signature in blue ink, appearing to be "S. S.", written over a light blue circular stamp.



Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (Continued)

Financial Liabilities (Continued)

(b) De-recognition and offsetting

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

3.16 Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The finance team has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.



Sundew Properties Limited

Notes to the Ind AS financial statements

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

3. Significant accounting policies (Continued)

3.17 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from 1 April 2019:

Ind AS - 116

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning 1 April 2019.

The said pronouncement will not have any significant impact on the financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Company does not expect any impact from this amendment.



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

4 Property, plant and equipment

Description of assets	Gross block			As at 31 March 2019	As at 1 April 2018	Accumulated depreciation		As at 31 March 2019	Net block	
	As at 1 April 2018	Additions	Disposals			For the year	On disposal		As at 31 March 2019	As at 31 March 2019
Tangible assets										
Plant and machinery	81.24	5.80	22.79	64.25	47.94	7.22	10.37	44.79	19.46	33.30
Computers	0.12	0.21	-	0.33	0.09	0.05	-	0.14	0.19	0.03
Office equipments	0.24	0.15	-	0.39	0.07	0.10	-	0.17	0.22	0.17
Furniture and fixtures	14.61	-	-	14.61	8.78	2.89	-	11.66	2.95	5.83
Total (A)	96.21	6.16	22.79	79.58	56.88	10.25	10.37	56.76	22.82	39.33
Power assets										
Building	1,601.21	-	-	1,601.21	84.87	28.30	-	113.17	1,488.04	1,516.34
Plant and machinery	3,987.89	-	-	3,987.89	1,228.44	441.38	-	1,669.82	2,318.07	2,759.45
Total (B)	5,589.10	-	-	5,589.10	1,313.31	469.68	-	1,782.99	3,806.11	4,275.79
Total tangible assets (A+B)	5,685.31	6.16	22.79	5,668.68	1,370.19	479.93	10.37	1,839.75	3,828.93	4,315.12

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Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

4 Property, plant and equipment (Continued)

Movement in previous year:

Description of assets	Gross block			As at		Accumulated depreciation		Net block	
	As at 1 April 2017	Additions	Disposals	31 March 2018	1 April 2017	For the year	On disposal	As at 31 March 2018	As at 31 March 2018
Tangible assets									
Plant and machinery	92.80	-	11.56	81.24	41.96	15.66	9.68	47.94	33.30
Computers	0.12	-	-	0.12	0.07	0.02	-	0.09	0.03
Office equipments	0.24	-	-	0.24	0.02	0.05	-	0.07	0.17
Furniture and fixtures	13.60	1.01	-	14.61	5.82	2.96	-	8.78	5.83
Total (A)	106.76	1.01	11.56	96.21	47.87	18.69	9.68	56.88	39.33
Power assets									
Building	1,601.21	-	-	1,601.21	56.58	28.29	-	84.87	1,516.34
Plant and machinery	3,987.89	-	-	3,987.89	770.74	457.70	-	1,228.44	2,759.45
Total (B)	5,589.10	-	-	5,589.10	827.32	485.99	-	1,313.31	4,275.79
Total tangible assets (A+B)	5,695.86	1.01	11.56	5,685.31	875.19	504.68	9.68	1,370.19	4,315.12

Notes:

1. In the year 2013, the Company had applied to The Andhra Pradesh Electricity Regulatory Commission (APERC) for Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Telangana State Electricity Regulatory Commission (TSERC) passed an order identifying the Company as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain conditions including the maintenance of debt equity ratio of 70:30 for power distribution business.

The Company has filed miscellaneous applications before TSERC seeking modification/clarification of its order under regulation 38 & 39 of TSERC (Conduct of business) Regulations 2015 read with Regulations 52(iv) and (v) of the APERC (Distribution License) Regulations, 2013. TSERC disposed off the application without giving any consideration to the modification/clarification filed. The Company has filed a separate appeal to Appellate Tribunal of Electricity (APTEL). The Matter is listed on hearing at Appellate Tribunal of Electricity (APTEL). The management is of the opinion that it has got the fair chances of relief on the outcome of the order from APTEL. Pending, the outcome of the said applications, the Company has commenced steps to operationalise the said licensee status.

2. Depreciation amounting to Rs 10.25 (2018: Rs 18.69) has been capitalised to investment property under construction, since this relates to the assets used exclusively for the project.

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Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

4A Intangible assets

Description of assets	As at 1 April 2018	Gross block		As at 31 March 2019	As at 1 April 2018	Accumulated amortisation		As at 31 March 2019	Net block	
		Additions	Disposals			For the year	On Disposal		As at 31 March 2019	As at 31 March 2018
Intangible assets										
Computer software	7.01	-	-	7.01	5.84	1.17	-	7.01	-	1.17
Total	7.01	-	-	7.01	5.84	1.17	-	7.01	-	1.17

Movement in previous year:

Description of assets	As at 1 April 2017	Gross block		As at 31 March 2018	As at 1 April 2017	Accumulated amortisation		As at 31 March 2018	Net block	
		Additions	Disposals			For the year	On disposal		As at 31 March 2018	As at 31 March 2018
Intangible assets										
Computer software	7.01	-	-	7.01	3.89	1.95	-	5.84	-	1.17
Total	7.01	-	-	7.01	3.89	1.95	-	5.84	-	1.17

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Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

5 Investment property

Description of assets	Gross block			Accumulated depreciation				Net block		
	As at 1 April 2018	Additions	Disposals	As at 31 March 2019	As at 1 April 2018	For the year	On disposal	As at 31 March 2019	As at 31 March 2019	As at 31 March 2018
Land	287.67	-	-	287.67	-	-	-	-	287.67	287.67
Buildings	70,618.65	-	-	70,618.65	3,261.86	1,190.96	-	4,452.82	66,165.83	67,356.79
Infrastructure and development	11,940.78	-	-	11,940.78	3,620.21	1,285.90	-	4,906.11	7,034.67	8,320.57
Plant and machinery	10,050.10	-	79.87	9,970.23	3,163.87	1,143.62	10.03	4,297.46	5,672.77	6,886.23
Electrical installations	2,939.23	-	-	2,939.23	922.21	327.71	-	1,249.92	1,689.31	2,017.02
Furniture and fixtures	291.55	-	-	291.55	190.01	33.97	-	223.98	67.57	101.54
TOTAL	96,127.98	-	79.87	96,048.11	11,158.16	3,982.16	10.03	15,130.29	80,917.82	84,969.82

Movement in previous year:

Description of assets	Gross block			Accumulated depreciation				Net block	
	As at 1 April 2017	Additions	Disposals	As at 31 March 2018	As at 1 April 2017	For the year	On disposal	As at 31 March 2018	As at 31 March 2018
Land	287.67	-	-	287.67	-	-	-	-	287.67
Buildings	70,696.44	132.60	210.39	70,618.65	2,078.05	1,192.55	8.74	3,261.86	67,356.79
Infrastructure and development	11,940.78	-	-	11,940.78	2,298.56	1,321.65	-	3,620.21	8,320.57
Plant and machinery	9,618.85	431.25	-	10,050.10	1,943.67	1,220.20	-	3,163.87	6,886.23
Electrical installations	2,939.23	-	-	2,939.23	594.50	327.71	-	922.21	2,017.02
Furniture and fixtures	287.79	3.76	-	291.55	126.07	63.94	-	190.01	101.54
TOTAL	95,770.76	567.61	210.39	96,127.98	7,040.85	4,126.05	8.74	11,158.16	84,969.82

Notes:

i) **Pledge on Investment Property:**

Investment Property of the Company have been pledged as security against the Borrowings. (See note no. 17 (i), (iii), (iv), (v) and (vi).)

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Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

i) Amounts recognised in the Statement of Profit and Loss for Investment property

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Rental Income	27,839.83	25,932.23
Direct operating expenses from property that generated rental income	4,226.01	5,084.85
Direct operating expenses from property that did not generate rental income	1,045.05	834.81
Profit from investment property before depreciation	22,568.77	20,012.57
Depreciation	3,982.16	4,126.05
Profit from investment properties	18,586.61	15,886.52

ii) Leasing arrangements

The Company has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer note 30 for future minimum lease payments in respect of these properties till the expiry of lease term.

iii) Measurement of fair values

Fair value hierarchy:

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

The fair value measurement for all of the investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used. (See note 3.15).

Valuation technique:

The Company follows discounted cash flows technique which considers the present value of net cash flows to be generated from the property taking into account the expected rental growth rate, vacant period, occupancy rate, lease incentive costs such as rent free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

Investment property comprises commercial property that is leased to third parties. Each of the leases entered are normally for a period of 3 to 5 years. Subsequent renewals are negotiated with the lessee or as per the terms of initial agreement are automatically renewed. No contingent rents are charged. See note 30 for further information.

Fair value	
At 31 March 2018	231,370.00
At 31 March 2019	275,824.54



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

6 Investment property under construction (Valued at cost unless stated otherwise)	As at 31 March 2019	As at 31 March 2018
Material and contractual payments	7,454.45	1,025.10
Professional fees and technical expenses	557.52	99.15
Project support fees (technical)	2,196.05	1.92
Rates and taxes	1,581.83	180.80
Power and fuel expenses	41.87	4.86
Depreciation and amortisation	30.23	19.98
Finance costs	434.23	61.26
Other expenses	76.26	59.19
	<u>12,372.44</u>	<u>1,452.26</u>
Inventories	17.04	18.27
Less: Transferred to: Investment property	-	(132.60)
Investment property under construction	<u><u>12,389.48</u></u>	<u><u>1,337.94</u></u>

Footnote: Movement of Investment Property Under Construction

Particulars	Material and contractual payments	Professional fees and technical expenses	Project support fees (technical)	Rates and taxes	Power and fuel expenses	Depreciation and amortisation	Finance costs	Other expenses	Total
At April 1, 2018	892.50	99.15	1.92	180.80	4.86	19.98	61.26	59.19	1,319.66
Add: Additions	6,561.95	458.37	2,194.13	1,401.03	37.01	10.25	372.97	17.07	11,052.78
Less: Allocation of Expense	-	-	-	-	-	-	-	-	-
At March 31, 2019	<u>7,454.45</u>	<u>557.52</u>	<u>2,196.05</u>	<u>1,581.83</u>	<u>41.87</u>	<u>30.23</u>	<u>434.23</u>	<u>76.26</u>	<u>12,372.44</u>

Particulars	Material and contractual payments	Professional fees and technical expenses	Project support fees (technical)	Rates and taxes	Power and fuel expenses	Depreciation and amortisation	Finance costs	Other expenses	Total
At April 1, 2017	236.96	14.63	1.91	21.89	2.29	1.29	35.86	46.65	361.48
Add: Additions	788.14	84.52	0.01	158.91	2.57	18.69	25.40	12.54	1,090.79
Less: Allocation of Expense	-	-	-	-	-	-	-	-	-
Less: Investment property (refer note 5)	132.60	-	-	-	-	-	-	-	132.60
At March 31, 2018	<u>892.50</u>	<u>99.15</u>	<u>1.92</u>	<u>180.80</u>	<u>4.86</u>	<u>19.98</u>	<u>61.26</u>	<u>59.19</u>	<u>1,319.67</u>



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

7 Other financial assets <i>(Unsecured, considered good)</i>	As at 31 March 2019			As at 31 March 2018		
	Short Term	Long Term	Total	Short Term	Long Term	Total
Interest accrued but not due on Fixed deposits	1.16	-	1.16	6.05	-	6.05
Interest accrued on Electricity deposits	51.66	-	51.66	43.78	-	43.78
Interest receivable on inter-corporate loans	5,517.03	-	5,517.03	4,250.12	-	4,250.12
Finance lease receivable (refer note 10)	102.51	-	102.51	141.67	102.51	244.18
Deposits	-	953.85	953.85	-	919.99	919.99
	5,672.36	953.85	6,626.21	4,441.62	1,042.50	5,484.12

8 Income tax assets	As at 31 March 2019			As at 31 March 2018		
	Short Term	Long Term	Total	Short Term	Long Term	Total
Advance tax including tax deducted at source (Net of Provision for tax Rs 4,425.79 ; 31 March 2018 - Net of Provision for tax Rs 3,481.82)	-	3,733.71	3,733.71	-	3,696.98	3,696.98
	-	3,733.71	3,733.71	-	3,696.98	3,696.98

9 Other assets <i>(Unsecured and considered good)</i>	As at 31 March 2019			As at 31 March 2018		
	Short Term	Long Term	Total	Short Term	Long Term	Total
Mobilisation advances	-	2,326.85	2,326.85	-	-	-
Capital advances	-	158.59	158.59	-	20.75	20.75
Advances to vendors	20.88	-	20.88	18.57	-	18.57
Unbilled revenue	49.89	488.48	538.37	-	709.32	709.32
Prepaid expenses	261.26	173.78	435.04	416.65	316.58	733.23
Balance with Government and other authorities	21.97	-	21.97	21.06	-	21.06
Deposits*	-	1,054.31	1,054.31	-	676.83	676.83
	293.70	4,594.01	4,887.71	456.28	1,723.48	2,179.76

*These fixed deposits as of 31 March 2019 includes margin money of Rs. 1,031.94 (interest rate: 7.15% and maturity date: 29 December 2020) given as security under Debt Service Retention Account balance (DSRA) maintained with Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

10 Inventories <i>(valued at the lower of cost and net realisable value)</i>	As at 31 March 2019	As at 31 March 2018
	Building material, components and spares	68.99
	68.99	61.86

No inventories were pledged as security for liabilities during any part of the financial year.
 Nil amount of inventories were written down to net realisable value during the current and comparable periods. Similarly, Nil amount of reversal of write down was accounted during the current and comparable years.



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

11 Trade receivables

	As at 31 March 2019	As at 31 March 2018
Considered good - Secured	-	-
Considered good - Unsecured	668.81	535.42
Credit impaired	-	-
Less: Allowance for bad and doubtful debts	-	-
	<u>668.81</u>	<u>535.42</u>
	668.81	535.42

Note: The Company is not exposed to credit risk and loss allowance related to trade and other receivables, since the above receivables are fully backed by interest-free security deposits from customers (refer note 18)

12 Cash and cash equivalents

	As at 31 March 2019	As at 31 March 2018
Cash on hand	0.23	2.38
Balance with banks		
- in current accounts	109.30	163.45
Deposit accounts with less than or equal to 3 months maturity*	372.52	75.00
	<u>498.11</u>	<u>241.03</u>
	498.11	241.03

*These fixed deposits as at 31 March 2019 includes margin money of Rs. 264 (interest rate: 6.50% and maturity date: 27 June 2019) given as security under Debt Service Retention Account balance (DSRA) maintained with Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

13 Other bank balances

	As at 31 March 2019	As at 31 March 2018
Deposit accounts with maturity of more than 3 months but less than 12 months	-	750.00
	<u>-</u>	<u>750.00</u>
	-	750.00

14 Loans

Current (Unsecured and considered good) - at amortised cost

	As at 31 March 2019	As at 31 March 2018
To related party		
Loans to body corporate	89,694.70	52,615.00
	<u>89,694.70</u>	<u>52,615.00</u>
	89,694.70	52,615.00

Note
Short-term loans and advances includes Rs.59,694.70 (31 March 2018: Rs.52,615.00) due from private companies in which any director is a director or member. The loan carries interest rate of 10.5% per annum payable on demand details of which are set-out below:

Newfound Properties and Leasing Private Limited	59,694.70	52,615.00
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Sundew Properties Limited

Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

	As at 31 March 2019	As at 31 March 2018
15 Share capital		
Authorised		
28,200,000 (31 March 2018: 28,200,000) equity shares of Rs 10 each	2,820.00	2,820.00
	<u>2,820.00</u>	<u>2,820.00</u>
Issued, subscribed and paid-up		
28,170,650 (31 March 2018: 28,170,650) equity shares of Rs 10 each, fully paid-up	2,817.07	2,817.07
	<u>2,817.07</u>	<u>2,817.07</u>

a. Reconciliation of the number of shares outstanding

Equity shares	For the year ended 31 March 2019		For the year ended 31 March 2018	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	2,81,70,650	2,817.07	2,81,70,650	2,817.07
Outstanding at the end of the year	<u>2,81,70,650</u>	<u>2,817.07</u>	<u>2,81,70,650</u>	<u>2,817.07</u>

b. Rights, preferences and restrictions attached to equity shares:

Equity shares

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of the Interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Refer note 28(b) with respect to Rights, preferences and restriction for one share holder.

c. Details of shareholders holding more than 5% in the Company is set out below:

Equity shares of Rs 10 each, fully paid-up	As at 31 March 2019		As at 31 March 2018	
	Number	Percentage	Number	Percentage
Genext Hardware & Parks Private Limited	54,08,784	19.20%	54,08,784	19.20%
BREP ASIA SG Pearl Holding (NQ) Pte. Ltd	42,10,592	14.95%	42,10,592	14.95%
Andhra Pradesh Industrial Infrastructure Corporation Limited	30,98,775	11.00%	30,98,775	11.00%
Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja*	28,07,214	9.97%	28,07,214	9.97%
Casa Maria Properties LLP	16,47,096	5.85%	16,47,096	5.85%
Raghukool Estate Development LLP	16,47,096	5.85%	16,47,096	5.85%
Capstan Trading LLP	16,47,096	5.85%	16,47,096	5.85%
Palm Shelter Estate Development LLP	16,47,096	5.85%	16,47,096	5.85%
Anbee Constructions LLP	14,73,480	5.23%	14,73,480	5.23%
Cape Trading LLP	14,73,480	5.23%	14,73,480	5.23%
	<u>2,50,60,709</u>	<u>88.98%</u>	<u>2,50,60,709</u>	<u>88.98%</u>

Notes:

*2,807,214 held by the said registered owners for and on behalf of the beneficiaries of Ivory Property Trust, as per the declaration in Form No. MGT-4 dated 06 June 2016 received from Mr Chandru L. Raheja jointly with Mrs Jyoti C. Raheja, declaration in Form No. MGT-5 dated 06 June 2016 received from the beneficiaries of Ivory Property Trust and e-form MGT-6 in this respect filed by the Company with the Registrar of Companies on 25 January 2017

d. Shares issued for a consideration other than cash

On 26 May 2016, the Company issued 270,438,240 equity shares of Rs 10 each as Bonus shares to the existing equity shareholders of the Company in ratio of 24 bonus equity shares for every 1 equity shares held.



Sundew Properties Limited
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(Currency: Indian rupees in lakhs)

	As at 31 March 2019	As at 31 March 2018
16 Other equity		
Securities premium		
At the commencement and end of the year	3,846.07	3,846.07
Retained earnings		
Opening balance	2,551.92	7,656.79
Profit/(loss) for the year	14,408.04	(1,714.31)
At the end of the year	16,959.96	5,942.48
Less: Appropriations		
Dividend paid	-	2,817.07
Tax on dividend	-	573.49
	16,959.96	2,551.92
Balance as at the year end	20,806.03	6,397.99

Description of nature and purpose of reserves

(i) Securities premium

This reserve represent the premium on issue of shares and can be utilised in accordance with the provision of the Companies Act, 2013.

(ii) Retained earnings

This reserve represents the cumulative profits of the Company. The reserve can be utilised in accordance with the provision of the Companies Act, 2013.

	As at 31 March 2019			As at 31 March 2018		
	Short Term	Long Term	Total	Short Term	Long Term	Total
17 Borrowings						
From banks						
Secured						
Term loan from Bank of Baroda (refer note (ii))	-	39,289.19	39,289.19	-	42,160.26	42,160.26
Term loan from The Hongkong and Shanghai Bank Corporation Limited (refer note (ix))	-	48,765.29	48,765.29	-	38,234.66	38,234.66
Term loan from IDFC Bank Limited (refer note (v))	-	35,647.23	35,647.23	-	37,387.57	37,387.57
Bank overdraft from Bank of Baroda (refer note (i) below)	2,528.81	-	2,528.81	3,198.97	-	3,198.97
Bank overdraft from The Hongkong and Shanghai Bank Corporation Limited (refer note (ix))	809.87	-	809.87	-	-	-
Secured						
From others						
Term loan from IDFC Infra Debt fund (refer note (vi))	-	4,536.85	4,536.85	-	4,720.41	4,720.41
Unsecured						
Buyers credit with:						
- Indian Overseas Bank (refer note (i) below)	-	-	-	693.86	-	693.86
	3,338.68	128,238.56	131,577.24	3,892.83	122,502.90	126,395.73
Less: Current maturities of long term borrowings						
Term loan from Bank of Baroda	-	2,683.96	2,683.96	-	2,134.44	2,134.44
Term loan from The Hongkong and Shanghai Banking Corporation Limited	-	1,799.35	1,799.35	-	3,512.73	3,512.73
Term loan from IDFC Bank Limited	-	2,134.18	2,134.18	-	1,740.34	1,740.34
Term loan from IDFC Infra Debt fund	-	229.45	229.45	-	183.56	183.56
Gross total	3,338.68	121,391.62	124,730.30	3,892.83	114,931.83	118,824.66

(i) Bank overdraft from Bank of Baroda is secured by exclusive first charge on all the piece and parcel of land, bearing sub-plot no. 12-A admeasuring 16,281.97 sq. mtr together with building no. 12 A constructed thereon having built-up area 8.50 lacs sq. ft comprising of structures.

(ii) Foreign currency buyers credit taken from Indian Overseas bank has been repaid during the year.



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Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)
Notes

Details of security on loans:

- (iii) - Term loan and bank overdraft from Bank of Baroda is secured by exclusive first charge on all the piece and parcel of land, bearing sub-plot no 12-A admeasuring 16,281.97 sq mtr together with building no 12 A constructed thereon having built-up area 8.50 lacs sq ft comprising of structures (both present and future) which is notional demarcated portion of SEZ property bearing Survey No 64 (Part) being and situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy Dist., Hyderabad (refer note no 5)

Demarcated portion of land admeasuring about 14718 sq. mtrs. out of larger property being land admeasuring about 40.25 acres being part of larger land together with building no 12B and or structure standing thereon, bearing Survey No 64(part) situated at "Mindspace Cyberabad" Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad together with all plant and machinery, attached to the earth or permanently fastened to the earth (refer note no 5)

- (iv) - Term loan from The Hongkong and Shanghai Banking Corporation Limited is secured by all piece and parcel of demarcated portion of land adm. about 15,538.64 sq mtrs (3.84 acres) together with the building no. 12C consisting of 3 basement, 1 stilt, 13 office floors and terrace adm. about 7,84,200 lacs sq ft constructed thereon excluding 10% area on the 1st and 2nd office levels at SEZ project comprising of 40.25 acres land, first and exclusive charge by way of hypothecation on all present and future book debts outstanding monies, receivables, claims due arising from Company's premises viz. building no 12C bearing Survey no 64 (part) situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad (refer note no 5)

Lien(including the right of set off) on the Deposit placed with HSBC from time to time, including any interest accrued thereon and any renewals thereof from time to time.

- Term loan from The Hongkong and Shanghai Banking Corporation Limited is secured by all piece and parcel of demarcated portion of land adm. about 12,008.46 sq mtrs (2.96 acres) (de-notified SEZ Portion) together with the building no. 11 consisting of 3 basement, 1 stilt, 1 (Parking + office) and 13 office floors adm. about 578,760 sq ft. constructed thereon at SEZ project comprising of 40.25 acres land, first and exclusive charge by way of hypothecation on all present and future book debts outstanding monies, receivables, claims due arising from Company's premises viz. building no 11 bearing Survey no. 64 (part) situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad (refer note no 5)

Lien(including the right of set off) on the Deposit placed with HSBC from time to time, including any interest accrued thereon and any renewals thereof from time to time.

- (v) (i) Terms Loans from IDFC Bank is secured by way of Hypothecation of entire movable properties of the project, entire cash flows, lease rentals, revenue, book debts & receivables, security interest in Project documents, clearances, L/C, guarantees by any party to the project documents, security interest in Clearances, Insurance Contracts, TRA, Escrow account, DSR etc etc pertaining to the Project being, Building no. 14 and Building no. 20 with leasable area of 328,579 sq ft and 9,08,964 sq ft respectively located at Mindspace SEZ, Hitech City, Madhapur, Hyderabad (refer note no 5)

- (vi) Term Loan from IDFC Infra Debt Fund Limited is secured by building no 14 located at Mindspace SEZ, Madhapur, Hyderabad(with leasable area of 0.52 mtr sq ft) (refer note no 5)

Terms and condition for repayment of term loans:

Repayable in 120 monthly installments on ballooning basis
The loan currently carries interest rate of 9.13% per annum

Repayable in 120 monthly installments on ballooning basis
The loan currently carries interest rate of 9.25% per annum

Repayable in 120 monthly installments on ballooning basis
The loan currently carries interest rate of 9.25% per annum

Repayable in 48 quarterly installments basis
The loan currently carries interest rate of 9.20% per annum

Repayable in 48 quarterly installments basis
The loan currently carries interest rate of 9.20% per annum

Movement of Long term borrowings:

Particulars	As at 31 March 2019	As at 31 March 2018
Opening balance	122,502.90	119,936.57
Add: Drawdown made during the year	49,469.03	9,000.00
Less: Repayment during the year	44,269.53	6,271.59
Loss: Processing fees paid during the year	-	306.59
Add: Unwinding for the year	536.16	144.51
Closing Balance	128,238.57	122,502.90



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

	For the year ended 31 March 2019	For the year ended 31 March 2018
22 Revenue from operations		
Sale of services		
Lease rent and compensation	23,890.85	21,690.45
Maintenance receipts	4,217.52	4,186.55
Revenue from operations	27,808.07	25,877.00
Other operating revenue		
Interest income from finance leases	31.77	55.23
Sale of scrap	48.49	33.18
	80.26	88.41
23 Other income	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest income on		
- loan to body corporate	6,130.03	4,722.36
- Fixed deposits	84.13	129.10
- Income tax	42.45	-
- Others	65.61	58.42
Profit on sale of property, plant & equipment and Investment Property	76.32	12.68
Liabilities / provisions no longer required written back	34.11	250.47
Miscellaneous income	19.02	24.58
	6,451.67	5,197.61
24 Employee benefits expense	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries, wages and bonus	53.53	46.79
Contribution to provident funds	2.57	2.22
Gratuity (refer note 32)	1.61	3.93
Compensated absences	0.64	1.80
	58.35	54.74
25 Finance costs	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest costs		
- on banks	11,172.85	10,621.19
- on others	6.00	4.56
Other finance charges	541.17	144.51
Interest on delayed payment of statutory dues	0.38	0.68
Unwinding of interest expense on security deposits taken	573.43	3,245.89
Foreign exchange fluctuation gain, net	-	(1.28)
	12,293.83	14,115.55
Less: finance cost transferred to investment properties under construction (refer note 6)	(372.97)	(39.69)
	11,920.86	14,075.86
26 Depreciation and amortisation	For the year ended 31 March 2019	For the year ended 31 March 2018
Property, plant and equipment	479.93	504.68
Intangible assets	1.17	1.95
Investment property	3,982.16	4,126.05
	4,463.26	4,632.68
Less: depreciation cost transferred to investment properties under construction (refer note 6)	(10.25)	(18.69)
	4,453.01	4,613.99



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

27 Other expenses	For the year ended 31 March 2019	For the year ended 31 March 2018
Maintenance expenses (net of recovery towards air conditioning facility and diesel charges of Rs 1,218.95 (2018: 1,254.80))	2,927.14	2,824.87
Repairs and maintenance-Buildings	9.45	28.02
Insurance	53.17	47.31
Travelling and conveyance	27.45	15.40
Royalty	-	17.48
Expenditure on corporate social responsibility (CSR) activities (refer note 39)	91.73	-
Donations Paid	0.06	-
Rent (refer note 30)	84.00	84.00
Printing and stationery	1.10	1.22
Legal and professional expenses	180.78	88.27
Business support services	783.28	726.66
Directors' sitting fees	6.84	3.51
Foreign exchange fluctuation loss, net	19.49	-
Selling and marketing expense	1.95	9.39
Brokerage expenses	431.48	1,256.34
Auditors remuneration (refer note below)	19.06	12.34
Rates and taxes	599.98	596.20
Bank charges and commission	1.12	3.03
Investment property written off	-	201.65
Miscellaneous expenses	30.99	3.97
	₹,271.07	5,919.66
Auditors remuneration includes:		
As auditor:		
Statutory audit	17.21	10.00
Tax audit	1.25	1.00
Other services ^	0.60	1.34
	19.06	12.34
Goods and Services tax	-	-
	19.06	12.34

^ Includes Rs. 0.34 paid to previous auditors

28 Project commitments

- (a) In accordance with the Scheme of arrangement which was approved by Hon'ble Andhra Pradesh High Court on 23 March 2007, the Industrial Park II and III undertakings of K Raheja IT Park (Hyderabad) Limited (formerly known as K Raheja IT Park (Hyderabad) Private Limited) ("KRJT") have been demerged and vested in the Company with effect from the appointed date i.e. 01 September 2006.
- The Company has acquired the land at Madhapur, Hyderabad as part of the demerger scheme from KRJT. The said land is in lieu of the employment opportunities to be generated by KRJT and others.
- The liability, if any, arising due to the obligation to create the job opportunities for the entire larger land of which the above property is a part thereof, continues to be retained by KRJT as at 31 March 2019 and KRJT has no current plans to transfer the said obligation to the Company in the future.
- During the year ended 31 March 2016, TSIC has returned the original Bank Guarantees to KRJT and also confirmed to the bank that TSIC will not claim any amount from the bank under the Bank Guarantees and the bank is relieved of its obligation. Hence, no liability is recognised towards the price of the plot of land.
- (b) The Company had entered into an undertaking dated 15 February 2014 along with K Raheja IT Park (Hyderabad) Limited (formerly known as K Raheja IT Park (Hyderabad) Private Limited) ("KRJT" or "demerged company") and Intime Properties Limited ("IPL" or "demerged company"), wherein the Company has undertaken an unconditional obligation to pay amounts due to Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") in respect of APIIC's claims of losses due to any difference in values pertaining to sale transactions of the project undertaken by the Company. The liability of the Company is joint and several with KRJT and IPL. Management believes that the probability of the liability, if any on account of above mentioned undertaking is remote and not material. Further, KRJT has furnished an additional undertaking to Telangana State Industrial Infrastructure Corporation Limited (TSIC) on 24 October 2016 that the losses incurred by the Government / TSIC in its JV Company, if any, will be paid in full by the Company to Government / TSIC, the shareholding pattern of the Government / TSIC in the JV Company and the Demerged company will not change as a result of conversion from Private to Public, the Government / TSIC equity of 11% will remain the same in the Company and all the demerged companies and further in future, Government / TSIC will not be asked to infuse further cash to maintain its 11% stake. The Company is in process of executing supplementary Memorandum of Agreement with TSIC post demerger.



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(Currency: Indian rupees in lakhs)

29 Earnings per share

		For the year ended 31 March 2019	For the year ended 31 March 2018
Profit after tax attributable to equity shareholders	A	14,406.40	(1714.31)
Calculation of the weighted average number of shares:			
Number of shares at the beginning of the year and at the end of the year	B	281.71	281.71
Weighted average number of equity shares outstanding during the year		281.71	281.71
Basic and diluted earnings per share (Rs)	A / B	51.14	(6.09)
Face value per share (Rs)		10	10

30 Disclosure in respect of lease:

(a) *Finance lease:*

1 *Brief description of the leasing arrangements*

The Company's leasing arrangements represents the fit-out's or interior work completed for the customers which have been classified under "Finance leases". The lease terms are for tenure of 36 to 60 months, where substantially all the risks and rewards of ownership are transferred to the lessees. The Company records disposal of the property concerned and recognises the subsequent interest in the finance lease. No contingent rent is receivable.

2 *Components of finance lease receivable*

	As at 31 March 2019	As at 31 March 2018
Gross investment	109.39	281.83
Unearned finance income	5.89	37.65
Net investment	103.50	244.18
Unguaranteed residual values	-	-

3 *The finance leases are receivable as follows:*

	Gross value of minimum lease payments		Present value of minimum lease payments	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Not later than one year	108.40	173.43	103.51	141.67
One to five years	-	108.40	-	102.51
Later than five years	-	-	-	-

(b) *Operating lease:*

Company as lessor:

The Company's significant leasing arrangements in respect of operating leases for premises. The Company has given premises on lease for the periods ranging from 36 months to 60 months. During the year, a sum of Rs 23,080.55 (31 March 2018: Rs 21,690.45) towards lease income has been recognised in the Statement of Profit and Loss. The following are the disclosures in respect of non-cancellable operating leases entered into during the year:

In the capacity as a lessor	As at 31 March 2019	As at 31 March 2018
Future minimum lease payments under non-cancellable operating leases as at year end		
Not later than one year	5,861.60	7,166.17
Later than one but not later than five years	5,424.98	11,286.59
Later than five years	-	-

Amount recognised in Statement of Profit or Loss

During the year property rentals of Rs 23,080.55 (31 March 2018 : Rs 21,690.45) have been included in revenue from operations (see note 27).

Company as lessee:

Operating lease - cancellable

The Company's significant leasing arrangements, which are generally cancellable in nature, are in respect of operating leases for Solar power generating system. The lease rentals of Rs 84.00 (31 March 18 - Rs 84) has been included under the head "Rent" under note 27 of "Other expenses" annexed to and forming part of these Ind AS financial statements.



Sundew Properties Limited

Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

31 Segment information

(I) Operating Segment information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that related to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments, operating results are reviewed by the Board of Directors, which has been considered as the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segment and assess their performance.

Business segment

For Management purpose, the Company is organised into the three operating division business- 'Real estate development', 'Treasury' and 'Power distribution', which are determined based on the internal organisation and management structure of the Company and its system of internal financial reporting and the source and the nature of its risks and its returns.

a Real estate development

Real estate development comprises development of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial segments for the purpose of letting out to different customers. The Company has a project in Hyderabad for development of commercial park.

b Treasury

Treasury segment comprises of the activities of inter-corporate loans given by the Company and earning income on such loans.

c Power distribution

The Company has a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad (Refer Note no 4 (i)).

Major customers:

There is one customer who contributes more than ten per cent of revenue of the Company Rs 4,063.37 (31 March 2018: Rs 3,329.09)

Particulars	For the year ended 31 March 2019				Total
	Real estate development	Treasury	Power distribution	Unallocable	
Segment revenue	27,888.33	6,130.03	-	321.64	34,340.00
Segment result	19,680.15	6,130.03	(553.68)	(698.93)	24,557.57
Finance costs	-	-	-	(11,920.86)	(11,920.86)
Profit before tax	19,680.15	6,130.03	(553.68)	(12,619.79)	12,636.71
Tax	-	-	-	1,769.69	1,769.69
Profit after tax					14,406.40
Other information					
Segment assets	99,019.32	65,212.89	4,813.10	4,460.31	1,73,505.62
Segment liabilities	28,009.25	-	-	1,21,873.28	1,49,882.53
Capital expenditure	11,057.71	-	-	-	11,057.71
Depreciation	3,982.16	-	469.68	1.17	4,453.01



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

31 Segment information (Continued)

Particulars	For the year ended 31 March 2018				Total
	Real estate development	Treasury	Power distribution	Unallocable	
Segment revenue	23,965.41	4,722.36	-	475.25	31,163.02
Segment result	16,165.82	4,722.36	(569.99)	(218.80)	20,099.39
Finance costs	-	-	-	(14,075.86)	(14,075.86)
Profit before tax	16,165.82	4,722.36	(569.99)	(14,294.66)	6,023.53
Tax	-	-	-	(8,213.08)	(8,213.08)
Loss after tax	-	-	-	-	(2,189.55)
<u>Other information</u>					
Segment assets	88,842.94	56,865.12	5,192.53	5,502.78	156,403.37
Segment liabilities	27,096.58	-	84.78	123,503.84	150,685.20
Capital expenditure	568.62	-	-	-	568.62
Depreciation	4,126.05	-	485.99	1.95	4,613.99

(II) The Company's operations are based in India and therefore the Company has only one geographical segment - India.

(III) Segment accounting policies

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies are in line with accounting policies of the Company that are used in the preparation of the financial statements. In addition, the following specific accounting policies have been followed for segment reporting:

- (i) Segment revenue includes income directly identifiable with the segments.
- (ii) Expenses that are directly identifiable with the segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Unallocable expenses".
- (iii) Income which relates to the Company as a whole and not allocable to segments is included in Unallocable Income and netted off from Unallocable expenses.
- (iv) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.



Sundew Properties Limited
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(Currency: Indian rupees in lakhs)

32 Disclosure pursuant to Ind AS-19 'Employee benefits'

a) Defined contribution plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Particulars	2018 - 19	2017 - 18
Employer's Contribution to Provident Fund	2.57	2.22

b) Defined benefit plans

i. General description

Particulars	Gratuity (Unfunded)	
	2018 - 19	2017 - 18
Defined Benefit Obligation at beginning of the year	5.71	-
Interest cost	0.45	-
Current service cost	1.17	5.71
Actuarial gain on obligations	(1.65)	-
Benefit paid	(2.11)	-
Defined Benefit Obligation at the end of the year	3.56	5.71

Fair value of Planned Assets

The Company does not have any plan assets and consequently, disclosures related to the plan assets have not been given

Particulars	Gratuity (Unfunded)	
	2018 - 19	2017 - 18
Expenses recognised during the year in Statement of profit and loss		
Current service cost	1.17	5.71
Interest Cost	0.45	-
Return on Plan Asset	-	-
Net Cost	1.61	5.71

Actuarial Assumptions	Gratuity (Unfunded)	
	2018 - 19	2017 - 18
Discount Rate (per annum)	7.22%	7.85%
Expected rate of return on Plan Assets (per annum)	-	-
Rate of escalation in salary (per annum)	8.00%	8.00%
Rate of employee turn over	Service < 5 years 33.5%	2.00%
	Service >= 5 years 5%	

The estimate of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary

c) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

Particulars	As at 31 March 2019		As at 31 March 2018	
	Decrease	Increase	Decrease	Increase
Change in discounting rate (effect of +/- 1.0%)	(0.28)	0.31	(0.69)	0.81
Change in rate of salary increase (effect of +/- 1.0%)	0.30	(0.28)	0.78	(0.68)
Change in rate of employee turnover (effect of +/- 1.0%)	(0.02)	0.02	(0.12)	0.13



Sundew Properties Limited
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(Currency: Indian rupees in lakhs)

33 Financial instruments – Fair values and risk management

A Capital management

The Company's objectives when managing capital are:

- a. to ensure Company's ability to continue as a going concern.
- b. to provide adequate return to shareholders

Management assesses the capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and risk characteristics of the underlying assets.

B Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Particulars	As at	As at
	31 March 2019	31 March 2018
Financial assets at amortised cost*		
Trade receivables	660.81	535.42
Cash and cash equivalents	490.11	241.03
Bank balances other than above	-	750.00
Loans	59,694.70	52,615.00
Other financial assets	6,626.21	5,484.12
	67,471.83	59,625.57
Financial liabilities at amortised cost*		
Borrowings	131,577.24	126,395.73
Trade payables	1,230.48	1,091.20
Other financial liabilities	15,789.31	13,545.90
	148,597.03	141,032.83

* The Company considers that the carrying amounts of these financial instruments recognised in the financial statements approximates its fair values.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- i) Credit risk ;
- ii) Liquidity risk ; and
- iii) Market risk



Sundew Properties Limited
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(Currency: Indian rupees in lakhs)

33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The carrying amounts of financial assets represent the maximum credit exposure.

The Company does not perceive any credit risk related to loan given to group company since these will have an additional financials support from promoters as and when necessary.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has rented out premises since 2009 and none of these customers balances are credit-impaired at the reporting date. The Company obtains security deposits from customers, so that in the event of non payment, the Company is able to recover the dues. Further, historical trends indicate any shortfall between such deposits held by the Company and amounts due from customers have been negligible.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

	As at 31 March 2019	As at 31 March 2018
Past due but not impaired		
Within credit period of 7 days	438.94	93.21
Past due - More than 8 days and upto 365 days	203.86	438.37
Past due - More than 365 days	18.01	3.84
	<u>660.81</u>	<u>535.42</u>
Less: Allowance for bad and doubtful debts past due - More than 365 days	-	-
	<u>660.81</u>	<u>535.42</u>

Movement in the expected credit loss allowance	For the year ended 31 March 2019	For the year ended 31 March 2018
Balance at beginning of the year	-	250.47
Add: Provision made during the year	-	-
Less: Utilised during the year	-	(250.47)
Balance at the end of the year	-	-

The average credit period of receiving the lease rent and compensation is 7 days. No interest is charged on trade receivables for the first 7 days from the date of the invoice. Thereafter, interest is charged at 18% per annum on the outstanding balance.

Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks of Rs 481.90 and Rs 238.45 as at 31 March 2019 and 31 March 2018 respectively. The credit worthiness of the such bank is evaluated by management on an ongoing basis and is considered to be good.

Other than trade receivables, the Company has no other financial assets that are past due but not impaired.



Sundew Properties Limited
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(Currency: Indian rupees in lakhs)

33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

ii Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from bank and others. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Exposure to liquidity risk

The table below analyse the Company's financial liabilities into relevant maturing grouping based on their contractual maturities:

As at 31 March 2019	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	131,577.24	131,577.24	6,846.93	7,941.96	36,299.73	80,488.62
Trade payables	1,230.48	1,230.48	1,230.48	-	-	-
Interest accrued but not due on borrowings	269.57	269.57	269.57	-	-	-
Creditors for capital goods:	1,844.92	1,844.92	1,844.92	-	-	-
Retention money payable	348.96	348.96	348.96	-	-	-
Interest free security deposits from customers	13,726.96	13,726.96	12,185.76	485.02	1,056.18	-
	148,998.13	148,998.13	22,726.62	8,426.98	37,355.91	80,488.62

As at 31 March 2018	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	126,395.73	126,395.73	10,090.09	18,682.02	37,432.95	60,190.67
Trade payables	1,091.20	1,091.20	1,091.20	-	-	-
Interest accrued but not due on borrowings	106.20	106.20	106.20	-	-	-
Creditors for capital goods:	545.63	545.63	545.63	-	-	-
Retention money payable	322.46	322.46	322.46	-	-	-
Interest free security deposits from customers	13,439.28	13,439.28	10,664.24	1,618.53	1,156.51	-
	141,900.50	141,900.50	22,819.82	20,300.55	38,589.46	60,190.67

Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Floating rate term loan	As at 31 March 2019 Amount	As at 31 March 2018
Expiring within one year	-	693.86
Expiring beyond one year	-	-



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

iii Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The Company is domiciled in India and has its revenues and other transactions in its functional currency i.e. Rupees. Accordingly the Company is not exposed to any currency risk. Also the Company does not hold any equity investments, accordingly the Company is not exposed to any equity price risk.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to borrowings from banks and other financial institutions.

Particulars	As at	As at
	31 March 2019	31 March 2018
Variable rate instruments		
Financial liabilities	124,238.56	122,502.90

Interest rate sensitivity - variable rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / decreased equity and profit or loss by amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

INR 31 March 2019	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(1,282.39)	1,282.39	-	-
Cash flow sensitivity (net)	(1,282.39)	1,282.39	-	-

INR 31 March 2018	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(1,225.03)	1,225.03	-	-
Cash flow sensitivity (net)	(1,225.03)	1,225.03	-	-

(b) Currency risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The exchange gains or losses are recognised in the Statement of Profit and Loss on the date of settlement.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are as follows:

Details	As at 31 March 2019		As at 31 March 2018	
	Indian Rupees	Foreign currency	Indian Rupees	Foreign currency
Unsecured loan (Buyer's credit)	-	-	693.86	USD 10.67
Interest on unsecured loan	-	-	34.16	USD 0.53

A change of 5% in foreign currency would impact the profit before tax by Rs.Nil (March 2018: Rs.36.40).



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(Currency: Indian rupees in lakhs)

34 Tax expense

(a) Amounts recognised in Statement of profit and loss

Particulars	For the year ended	For the year ended
	31 March 2019	31 March 2018
Current income tax	2,821.58	1,431.14
Minimum alternate tax entitlement	(2,821.58)	(3,496.89)
Deferred tax credit	(1,769.69)	10,278.83
Tax (credit)/ expense for the year	(1,769.69)	8,213.08

(b) Reconciliation of effective tax rate

Particulars	For the year ended	For the year ended
	31 Mar 2019	31 March 2018
Profit before tax	12,636.71	6,498.77
Tax using the Company's domestic tax rate (Current year 21.55% and Previous year 34.61%)	2,723.06	2,249.22
Tax effect of:		
Rate reduction due to MAT provisions	-	862.28
MAT on addition to Other equity as on 1-Apr-15 (1/5th of the total amount)	-	97.52
Interest on delayed payment of TDS	0.05	0.13
Liabilities/provisions no longer required written back	-	(53.45)
IND AS Adjustment	98.47	-
Minimum alternate tax entitlement	(2,821.58)	(3,496.89)
Impact due to deferred tax	(1,769.69)	10,278.83
Income tax expense	(1,769.69)	8,213.08

(c) The major components of deferred tax (liabilities) arising on account of timing differences are as follows:

	As at	As at
	31 Mar 2019	31 March 2018
Deferred tax assets:		
On difference between finance lease receivable as per books and tax	189.92	134.00
Minimum alternate tax (MAT) credit receivable	6,318.47	3,496.89
Provision for Employee benefits	2.53	-
	6,510.92	3,630.89
Deferred tax liabilities:		
On straight lining of lease rental income	(30.27)	-
On depreciation	(6,899.69)	(8,696.48)
On amortisation of processing fees	(56.83)	-
Provision for Employee benefits	-	(1.55)
	(6,986.79)	(8,698.03)
Net deferred tax assets	(475.87)	(5,067.14)



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency, Indian rupees in lakhs)

34 Tax expense (Continued)

(d) Movement in deferred tax balances

For the year ended 31 March 2019							
	Opening balance	Recognised in profit or loss	Recognised in OCI	MAT credit entitlement	Closing balance	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities)							
Investment Property	134.00	55.92	-	-	189.92	189.92	-
Depreciation on IP & PPE	(8,696.48)	1,796.79	-	-	(6,899.69)	-	(6,899.69)
Brokerage Expenses	-	-	-	-	-	-	-
Unbilled revenue	-	(30.27)	-	-	(30.27)	-	(30.27)
Depreciation	-	-	-	-	-	-	-
Processing fees	-	(56.83)	-	-	(56.83)	-	(56.83)
Provision for Employee benefits	(1.55)	4.08	-	-	2.53	2.53	-
MAT credit receivable	3,496.89	-	-	2,821.58	6,318.47	6,318.47	-
Net tax assets (liabilities)	(5,067.14)	1,769.69	-	2,821.58	(475.87)	6,510.92	(6,986.79)

For the year ended 31 March 2018							
	Opening balance	Recognised in profit or loss	Recognised in OCI	MAT credit entitlement	Closing balance	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities)							
Investment Property	5,193.90	(5,059.90)	-	-	134.00	134.00	-
Brokerage Expenses	93.58	(93.58)	-	-	-	-	-
Depreciation on IP & PPE	-	(8,696.48)	-	-	(8,696.48)	-	(8,696.48)
Processing fees	104.62	(104.62)	-	-	-	-	-
Provision for Employee benefits	-	(1.55)	-	-	(1.55)	-	(1.55)
Lease rental	(637.20)	637.20	-	-	-	-	-
Finance cost	(2,900.35)	2,900.35	-	-	-	-	-
Interest free security deposits from customers	(139.75)	139.75	-	-	-	-	-
MAT credit receivable	-	-	-	3,496.89	3,496.89	3,496.89	-
Net tax assets (liabilities)	1,714.80	(10,278.83)	-	3,496.89	(5,067.14)	3,630.89	(8,698.03)



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

35 Offsetting financial assets and financial liabilities

The following table presents the recognised financial instruments that are offset or subject to enforceable master netting arrangements and other similar agreements but not offset, as at 31 March 2019 and 31 March 2018. The column 'net amount' shows the impact on the Company's balance sheet if all set-off rights were exercised

31 Mar 2019			
Financial assets	Amount presented in Balance Sheet	Financial instrument collateral	Net amount
Cash and cash equivalents	490.11	(372.52)	117.59
Bank deposits other than above	1,054.31	(1,054.31)	-
Total	1,544.42	(1,426.83)	117.59
Financial liabilities			
Borrowings	128,238.56	(1,426.83)	126,811.73
Total	128,238.56	(1,426.83)	126,811.73

31 March 2018			
Financial assets	Amount presented in Balance Sheet	Financial instrument collateral	Net amount
Cash and cash equivalents	241.03	(75.00)	166.03
Bank deposits other than above	1,443.86	(1,443.86)	-
Total	1,684.89	(1,518.86)	166.03
Financial liabilities			
Borrowings	122,502.90	(1,518.86)	120,984.04
Total	122,502.90	(1,518.86)	120,984.04

Collateral against borrowings

The Company has pledged financial instruments as collateral against its borrowings. Refer to note 17 for further information on financial and non-financial collateral pledged as security against borrowings.



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

36 Related party disclosure

(A) Related party and their relationship:

Sr No	Category of related parties	Names
1	Shareholders	Genext Hardware & Parks Private Limited Ivory Properties And Hotels Private Limited
2	Key Management Personnel	Neel C Raheja Ravi C Raheja Vinod N Rohira Vishal Kumar Masand (resigned from 14 March 2019) Yasin E. Virani (resigned from 15 March 2019) Siddhartha Gupta Venkat Narsimha Reddy Ettireddy (TSIIC) Ms. Preeti Chheda (appointed from 28 September 2018)
4	Others	Chalet Hotels Limited Intime Properties Limited K Raheja IT Park (Hyderabad) Private Limited K Raheja Corporate Services Private Limited MindSPACE Business Parks Private Limited Newfound Properties And Leasing Private Limited K Raheja Foundation Shoppers Stop

(B) Transaction with related parties during the year:

The nature and volume of transactions of the Company with the above related parties were as follows:

Sl. No.	Particulars of transactions with related parties	As at 31 March 2019	As at 31 March 2018
1.	Transactions during the year		
1	Loans given		
	Newfound Properties And Leasing Private Limited	65,157.20	22,256.71
2	Loans repaid		
	Newfound Properties And Leasing Private Limited	58,077.50	11,568.25
3	Property maintenance expense		
	Newfound Properties And Leasing Private Limited	966.18	1,017.29
4	Project Management Services / Business support services expense		
	K Raheja Corporate Services Private Limited	2,979.41	726.66
5	Interest Expense		
	K Raheja Corporate Services Private Limited	2.30	2.61
6	Interest income		
	Newfound Properties And Leasing Private Limited	6,130.03	4,722.36
7	Royalty expense		
	Ivory Properties And Hotels Private Limited	-	8.47
	K Raheja Private Limited	-	8.47
	K Raheja Corporate Services Private Limited	-	0.53
8	Rent income		
	Intime Properties Limited	5.13	0.70
	K Raheja IT Park (Hyderabad) Private Limited	3.05	0.42
9	Rent expense		
	Genext Hardware & Parks Private Limited	84.00	84.00
10	Sale of materials		
	Newfound Properties And Leasing Private Limited	-	5.49
	MindSPACE Business Parks Private Limited	-	12.32



Sundew Properties Limited
Notes to the Ind AS financial statements

(Currency: Indian rupees in lakhs)

Sl. No.	Particulars of transactions with related parties	As at 31 March 2019	As at 31 March 2018
11	Sale of assets		
	Minspace Business Parks Private Limited	51.92	14.56
12	Business Promotion expenses		
	Shoppers Stop	-	0.20
	Chalet Hotels Limited	-	1.23
13	Donations paid		
	K Raheja Foundation	0.06	-
14	Other Expenses		
	Chalet Hotels Ltd	0.03	-
15	Directors' sitting fees		
	Neel C Raheja	1.18	0.63
	Ravi C Raheja	0.94	0.43
	Vinod N. Rohira	0.47	0.23
	Vishal Kumar Masand	0.94	0.43
	Yasin E. Virani	1.42	0.86
	Preeti Chheda	0.71	-
	Venkata Narasimha Reddy (TSIIC)	1.18	0.93

(C) Balances with related parties at the end of the year:

1	Trade Payables		
	Genext Hardware & Parks Private Limited	-	62.02
	Newfound Properties And Leasing Private Limited	191.42	231.46
	K Raheja Corporate Services Private Limited	224.55	72.32
	Intime Properties Limited	15.45	15.45
	Chalet Hotels Limited	0.03	-
2	Loans		
	Newfound Properties And Leasing Private Limited	59,694.70	52,615.00
3	Advance to vendors		
	Chalet Hotels Limited	0.54	0.54
4	Interest receivable		
	Newfound Properties And Leasing Private Limited	5,517.03	4,250.12

Note. Considering that the control of the Company is collectively with all the equity share holders, the related party condition under the Accounting Standards is applicable to the Company and accordingly disclosures are made. However, considering the materiality of certain inter-company transactions with K Raheja Group companies (although not with any related party as per accounting standards, as aforesaid), additional disclosures of such inter-company transactions have also been made.



Sundew Properties Limited
Notes to the Ind AS financial statements (Continued)

(Currency Indian rupees in lakhs)

37 Capital commitment and contingencies

	As at 31 March 2019	As at 31 March 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	12,978.63	1,077.46
Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services	4.79	4.79
Demand for Non Payment of service tax on renting of fitouts and equipments	14.90	14.90
Demand for Non Payment of service tax on renting of fitouts and equipments	3.81	3.81
Bank guarantees	Nil	Nil

38 Micro, small and medium enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available the management, there are no outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31 March 2019	As at 31 March 2018
Principal amount and interest due thereon remaining unpaid to any supplier at the end of each accounting period	141.61	-
Amount of interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during each accounting period	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of each accounting period	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED.	-	-

39 Corporate social responsibility

	For the year ended 31 March 2019	For the year ended 31 March 2018
A. Gross amount required to be spent by the Company during the year as per section 135 of Companies Act, 2013 read with schedule VI]	130.26	97.55
B. Amount spent during the year on	-	-
i. Construction / acquisition of any assets	91.73	-
ii. On purposes other than (i) above	-	-



Sundew Properties Limited
Notes to the Ind AS financial statements (Continued)

40 Additional disclosures

Particulars	For the year 31 March, 2019		For the year 31 March, 2018	
	USD	INR	USD	INR
Expenditure in Foreign Currency				
Bank charges	180.00	0.12	865.00	0.56
Professional and consultation fees	52,579.00	36.28	-	-
Business promotion expenditure	655.00	44.56	-	-
Interest	11,031.00	7.38	52,731.40	34.16
Rate and taxes	7,906.00	5.39	-	-
Travel and Other expenses	5,866.00	4.18	3,536.45	2.25

41 Disclosure under Section 186 of the Act

The operations of the Company are classified as "infrastructure facilities" as defined under Schedule III to the Act. Accordingly, the disclosure requirements specified in sub-section 4 of Section 186 of the Act in respect of loans given or guarantee given or security provided and the related disclosures on purposes/ utilisation by recipient companies, are not applicable to the Company.

42 During the FY 2017-18, a search was carried out at the Companies offices and was concluded without any undisclosed income, under the provisions of section 132 of the Income Tax Act. During the FY 2018-19, the Company has received further notice in this regard for filing of applicable returns of income and the same returns were filed.

43 Dividends

The Board of Directors, in its meeting on 14 June, 2019, have proposed a final dividend of INR 10 per equity share for the financial year ended 31 March 2019. The proposal is subject to the approval of shareholders at the Annual General Meeting and if approved would result in a cash outflow of approximately Rs 3,396.13 including corporate dividend tax. The proposed dividend of Rs 2,817.07 along with dividend distribution tax of Rs 579.06 have not been recognised as liabilities.

44 Previous year comparatives

Previous year's figures have been regrouped for a more appropriate presentation in the financial statements

For and behalf of the Board of Directors of
Sundew Properties Limited
 CIN: U70102TG2006PLC050883



Ravi Raheja
 Director
 DIN : 00028044

Swetha Jujavarapu
 Chief financial officer

Preeti Naveen Chheda
 Director
 DIN : 08066703

Dola Chatterjee
 Company secretary

Place : Hyderabad
 Date : 14 June 2019

INDEPENDENT AUDITOR'S REPORT

To The Members of Sundew Properties Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Sundew Properties Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Emphasis of Matter

We draw attention to Note 41 of the financial statements, which states that the Management has revised the method of depreciation on certain assets and increased the useful life of constructed buildings from 60 years to 75 years, Plant and Machinery, Electrical installation and Infrastructure & Development assets from 10 years to 15 years with effect from 1 April 2019 for the reasons explained in the note. This change has resulted into depreciation for the year ended 31 March 2020 to be lower by Rs. 192 millions.

Our opinion is not modified in respect of this matter.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report, but does not include the financial statements and our auditor's report thereon.

- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Anjum A. Qazi
(Partner)
(Membership No. 104968)
(UDIN: 20104968AAAACH7055)

Place: Mumbai
Date: 19 June, 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of **Sundew Properties Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)



Anjum A. Qazi
(Partner)
(Membership No. 104968)
(UDIN: 20104968AAAACH7055)

Place: Mumbai
Date: 19 June, 2020



ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

- (i) In respect of Company's Property, plant and equipment and Investment properties:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property plant and equipment and Investment property.
 - (b) The Company has a program of verification of property plant and equipment to cover all the items in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, property plant and equipment were physically verified by the Management during the previous year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. The title deeds are held with Bank of Baroda, The Hongkong and Shanghai Banking Corporation Limited and The Standard Chartered Bank as security for loan taken.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - b) The unsecured loans granted to companies and interest thereon is repayable on demand. The borrowers have been regular in payment of principal and interest as demanded.
 - c) There is no overdue amount remaining outstanding as at the balance sheet date.
- (iv) The Company based on its internal assessment and basis legal advice have confirmed that the lending to the entities covered under section 185 are in the ordinary course of business. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 in respect of grant of loans, providing guarantees and securities, as applicable. In our opinion and according to the Information and explanations given to us, the provisions of Section 186 of the Companies Act, 2013 in respect of loans given are not applicable to the Company, since it is engaged in the business of providing infrastructure facilities. Accordingly, compliance under Section 186 of the Companies Act, 2013 in respect of providing of guarantees and securities and investment made is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year as provided under Section 73 to 76 or any other relevant provisions of the Companies Act, 2013. There are no unclaimed deposits at any time during the year.

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(vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for Construction business. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Goods and Services Tax, cess and other material statutory dues applicable to it to the appropriate authorities. Customs duty and Employees' State Insurance is not applicable.

(b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Goods and Services Tax, cess and other material statutory dues in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

(c) Details of dues of Service Tax which have not been deposited as on 31 March 2020 on account of disputes are given below:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Unpaid (₹ in millions)
The Finance Act 1994	Wrong availment of credit of service tax paid on input services.	Customs, Excise & Service Tax Appellate Tribunal	2011-12	0*
The Finance Act 1994	Service tax on renting of fit-outs and equipment.	Customs, Excise & Service Tax Appellate Tribunal	2010-11 & 2011-12	1

* "0" represents value less than Rs. 0.5 million

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institution. The Company has neither taken any loans or borrowings from government nor has issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) but has raised money by way of term loans during the year. In our opinion and according to the information and explanation given to us, the term loans have been applied by the Company during the year for the purpose for which they were obtained.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

AM

**Deloitte
Haskins & Sells LLP**

- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid any managerial remuneration as per section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Anjum A. Qazi
(Partner)
(Membership No. 104968)
(UDIN: 20104968AAAACH7055)

Place: Mumbai
Date: 19 June, 2020

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Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Balance sheet as at 31 March 2020

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	4	408	383
Capital work-in-progress		22	22
Investment property	5	11,010	8,092
Investment property under construction	6	495	1,239
Financial assets			
(i) Other financial assets	7	127	269
Income tax assets (net)	8	443	373
Other assets	9	235	286
Total non-current assets		12,740	10,664
Current assets			
Inventories	10	5	6
Financial assets			
(i) Trade receivables	11	40	66
(ii) Cash and cash equivalents	12	66	49
(iii) Bank balances other than (ii) above	13	127	-
(iv) Loans	14	6,711	5,969
(v) Others financial assets	7	586	573
Other current assets	9	35	24
Total current assets		7,570	6,687
Total Assets		20,310	17,351
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	282	282
Other equity	16	2,913	2,091
Total equity		3,195	2,363
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	17	13,608	12,140
(ii) Other financial liabilities	18	462	125
Provisions	19	0	0
Deferred tax liabilities (net)	34	134	48
Other non-current liabilities	20	131	14
Total non-current liabilities		14,335	12,327
Current liabilities			
Financial liabilities			
(i) Borrowings	17	498	334
(ii) Trade payables			
(a) total outstanding dues of micro and small enterprises; and	21	12	7
(b) total outstanding dues of creditors other than micro and small enterprises	21	113	116
(iii) Other financial liabilities	18	2,081	2,157
Provisions	19	0	0
Other current liabilities	20	76	47
Total current liabilities		2,780	2,661
Total equity and liabilities		20,310	17,351
Significant accounting policies			
Notes to the financial statements	2		
	1 to 44		

See the accompanying notes form an integral part of these Ind AS financial statements.

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Anjum A. Qazi
Partner

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883

Ravi Raheja
Director
DIN : 00028044

Preeti Naveen Chheda
Director
DIN : 08066703

Venna Narayana Reddy
Chief Executive Officer

Swetha Jujavarapu
Chief financial officer

Nidhi Biren Bhatt
Company Secretary

Place : Mumbai

Date: 19 JUNE 2020

Place : Mumbai

Date: 17 JUN 2020

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of Profit and Loss for the year ended 31 March 2020

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Notes	Year ended 31 March 2020	Year ended 31 March 2019
I Revenue from operations	22	2,993	2,911
II Other income	23	599	645
III Total income (I+II)		3,592	3,556
IV Expenses			
Employee benefits expense	24	12	5
Finance costs	25	1,132	1,192
Depreciation expense	26	247	445
Other expenses	27	666	650
Total expenses (IV)		2,057	2,292
V Profit before tax (III-IV)		1,535	1,264
VI Less: Tax expenses			
- Current tax	34	276	282
- Deferred tax expense	34	277	(177)
- MAT credit entitlement	34	(190)	(282)
VII Profit for the year (V-VI)		1,172	1,441
VIII Other comprehensive income			
(i) Items that will not be reclassified to Profit & Loss			
Remeasurements of defined benefit plans		0	(0)
		0	(0)
(ii) Items that will be reclassified to Profit & Loss			
IX Total comprehensive income for the year (VII+VIII)		1,172	1,441
Basic and diluted earnings per share (Rs)	29	42	51
(Face value of Rs 10 each)			

See the accompanying notes form an integral part of these Ind AS financial statements.
In terms of our report attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

Anjum A. Qazi
Partner

For and on behalf of the Board of Directors

Sundew Properties Limited
CIN: U70102TG2006PLC050883

Ravi Raheja
Director
DIN : 00028044

Venna Narayana Reddy
Chief Executive Officer

Preeti Navcen Chheda
Director
DIN : 08066703

Swetha Jujjavarapu
Chief financial officer

Nidhi Birca Bhatt
Company Secretary

Place : Mumbai

Date: 19 JUNE 2020

Place : Mumbai

Date: 17 JUN 2020

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of changes in equity for the year ended 31 March 2020

(All amounts are in Rs. Millions unless otherwise stated)

(A) Equity share capital

Particulars	Amount
Balance as at 1 April 2019	282
Changes in equity share capital during the year	-
Balance at 31 March 2020	282

(B) Other equity

Particulars	Reserves and surplus		Item of other comprehensive income	Total equity
	Securities premium	Retained earnings		
Balance at 1 April 2018	385	255	-	640
Profit for the year	-	1,441	-	1,441
Less: Appropriations	-	-	-	-
Dividend paid during the year	-	-	-	-
Tax on dividend	-	-	(0)	(0)
Other comprehensive income for the year	-	-	(0)	(0)
Balance at 1 April 2019	385	1,696	(0)	2,081
Profit for the year	-	1,172	-	1,172
Other comprehensive income for the year	-	-	0	0
Less: Appropriations	-	-	-	-
Dividend paid for the financial year	-	(282)	-	(282)
Tax on dividend	-	(58)	-	(58)
Balance at 31 March 2020	385	2,528	(0)	2,913

See the accompanying notes form an integral part of these Ind AS financial statements.
In terms of our report attached.


For Deloitte Haskins & Sells LLP
Chartered Accountants


Anjum A. Qazi
Partner


For and on behalf of the Board of Directors

Sundew Properties Limited
CIN: U70102TG2006PLC050883


Ravi Kahoja
Director
DIN: 00028044


Venna Narayana Reddy
Chief Executive Officer


Swetha Jujavarapu
Chief financial officer


Preeti Naveen Chheda
Director
DIN: 08066703


Nidhi Biren Bhatt
Company Secretary

Place: Mumbai

Date: 19 JUNE 2020

Place: Mumbai

Date: 17 JUN 2020

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of Cash Flow for the year ended 31 March 2020

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Year ended	Year ended
	31 March 2020	31 March 2019
A Cash flow from operating activities		
Profit before tax	1,535	1,264
<i>Adjustments for</i>		
Depreciation expense	247	445
Finance costs	1,231	1,118
Interest income	(594)	(621)
(Gain) on sale of property, plant and equipment	-	(8)
Liabilities / provisions no longer required written back	(40)	(3)
Bad debts written off	1	-
Advances written off	-	2
	<u>2,420</u>	<u>2,197</u>
Operating profit before working capital changes		
Movement in working capital		
(Increase)/ Decrease in inventories	1	0
Decrease / (Increase) in trade receivables	26	(13)
(Increase) / Decrease in other financial assets and other assets	(37)	43
(Decrease)/ Increase in trade payables	1	14
Increase in Other financial liabilities, other liabilities and provisions	412	61
	<u>2,823</u>	<u>2,302</u>
Cash generated from operations		
Direct taxes paid (net of refund received)	(345)	(286)
Net cash flows generated from operating activities (A)	<u>2,478</u>	<u>2,016</u>
B Cash flow from investing activities		
Payments made for expenditure on investment property under construction / investment property	(2,298)	(1,249)
Purchase of property, plant and equipment	(0)	(3)
Loans given to body corporates	(6,620)	(6,516)
Proceeds on repayment of loans given	5,879	5,808
Investment in fixed deposit	(22)	-
Interest received	620	495
Proceeds from fixed deposit maturity (net)	-	37
Proceeds from sale of property, plant and equipment	-	16
	<u>(2,441)</u>	<u>(1,410)</u>
Net cash (used in) investing activities (B)		
C Cash flows from financing activities		
Repayment of non-current borrowings	(4,496)	(4,441)
Proceeds from non-current borrowings	5,870	4,947
Repayment of current borrowings	(1,300)	-
Proceeds from current borrowings	1,300	-
Finance costs paid	(1,215)	(1,102)
Lease Liability	(3)	-
Dividend paid (including DDT)	(340)	-
	<u>(184)</u>	<u>(596)</u>
Net cash (used in) financing activities (C)		
D Net (decrease)/ increase in cash and cash equivalents (A+B+C)	(147)	10
E Cash and cash equivalents at the beginning of the year	(286)	(296)
F Cash and cash equivalents at the end of the year (D + E)	<u>(432)</u>	<u>(286)</u>



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of Cash Flow for the year ended 31 March 2020

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Year ended	Year ended
	31 March 2020	31 March 2019
Reconciliation of Cash and cash equivalents with the Balance Sheet		
Particulars	Year ended	Year ended
Notes	31 March 2020	31 March 2019
1. Cash and cash equivalents		
Cash on hand	1	1
Balance with banks	16	11
- in current accounts	49	37
Other Bank balances (Refer note - 12)	(498)	(334)
Less : Bank Overdraft (Refer note - 17)		
	(432)	(286)

2. The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows.

See the accompanying notes form an integral part of these Ind AS financial statements.
In terms of our report attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants


Anjum A. Qazi
Partner


For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883


Daji Rabeja
Director
DIN : 00028044


Venna Narayana Reddy
Chief Executive Officer


Sweetha Jujjavarapu
Chief financial officer


Preeti Naveen Chheda
Director
DIN : 08066703


Nidhi Biren Bhatt
Company Secretary

Place : Mumbai

Date: 19 JUNE 2020

Place : Mumbai

Date: 17 JUN 2020

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2020 (Continued)

1 Company background

Sundew Properties Limited ('Sundew' or 'the Company') was incorporated as a Private Limited company on 11 August 2006. The Company changed its status from Private Limited Company to Public Limited Company with effect from 23 November 2012.

The Company is engaged in real estate development projects of integrated townships with high quality commercial segments such as Special Economic Zone (SEZ), Information Technology Parks and other commercial segments. During 2013-14, part of the area of the project has been de-notified into a Non-SEZ development.

In the year 2013, the Company had applied to erstwhile The Andhra Pradesh Electricity Regulatory Commission (APERC) ("Department") for Deemed distribution licensee status to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad.

During the year ended 31 March 2016, the Department passed an order identifying the Company as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain prudent conditions. The Company has filed an application seeking modification of such conditions. The outcome of such application is awaited.

2 Basis of preparation

- a) These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

Details of the Company's Significant accounting policies are included in Note 3.

3 Significant accounting policies

a) Functional and Presentation Currency

These financial statements are presented in Indian Rupees, which is also the Company's functional currency and the currency of the primary economic environment in which the Company operates. All financial information presented in Indian Rupees has been rounded off to the nearest million except otherwise stated.

b) Basis of measurement

These financial statements are on the historical cost basis, except for the following:

- Certain financial assets and liabilities (refer accounting policy regarding financial instrument) measured at fair values;
- Net defined benefit (asset)/ liability less present value of defined obligations: Fair value of plan assets less present value of defined benefit plan.

c) Use of estimates and judgements

The preparation of the financial statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes:

- * Estimation of lease term for revenue recognition
- * Estimation of useful life of property, plant and equipment and investment property
- * Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used and income taxes.
- * Impairment and Fair valuation of Investment Property, Investment property under development, Property, plant and equipment and Capital work-in-progress
- * Interest capitalised to investment property under construction



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2020 (Continued)

d) Current versus non-current classification

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

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

e) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
 - Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
 - Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).
- If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

3.1 Property, plant and equipment

a) Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Depreciation is charged when the assets are ready for their intended use. Purchase price or construction cost is defined as any consideration paid or fair value of any other consideration given to acquire the asset.



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2020 (Continued)

b) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

c) Depreciation

Depreciation is provided using straight line method as per the useful life of the assets estimated by the management. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Act, are listed in the table below. Depreciation on addition / deletion of property, plant and equipment made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life	
	Power assets	Other assets
Right of use - Leasehold Solar Equipments	-	Lease term
Building *	75	-
Plant and machinery*	15	15
Office equipment*	-	4
Computers	-	3
Furniture and fixture*	-	7

* For these classes of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Act.

(1) Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

(2) Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition.

(3) The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

(4) The useful life of buildings was estimated at 60 years and of plant and machinery was estimated at 10 years till 31 March 2019.

d) De-recognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

e) Capital work in progress

Property, plant and equipment under construction is disclosed as capital work in progress which is carried at cost less any recognised impairment losses. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Advance paid and expenditure incurred on acquisition / construction of property, plant and equipment which are not ready for their intended use at each balance sheet date are disclosed under other non-current assets as advances on capital account and capital work-in-progress respectively.



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2020 (Continued)

3.2 Investment property

(a) Recognition and measurement

Properties including land, building and other assets, which are held either for long-term rental yield or for capital appreciation or for both, and which are not occupied substantially by the Company are classified as investment property.

Investment properties are initially recognised at cost, including related transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirement of Ind AS 16's requirements for cost model i.e. Cost less depreciation less impairment losses, if any. Depreciation is charged when the investment property is ready for its intended use. Cost comprises of direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are allocated on a reasonable basis to the cost of the project.

Plant and machinery, furniture and fixtures, office equipment and electrical equipments which are physically attached to the commercial buildings are considered as part of investment property.

Acquisitions and disposals are accounted for at the date of completion.

(b) Subsequent expenditure

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

(c) Depreciation

Depreciation is provided using straight line method as per the useful life of the assets estimated by the management. The estimated useful lives of the assets, which are higher than, lower than or equal to those prescribed under Schedule II of the Act and listed in the table below. Depreciation on addition / deletion of investment property made during the year is provided on pro-rata basis from / to the date of such addition / deletion.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)
Buildings*	75/90
Infrastructure and development*	15
Plant and machinery	15
Furniture and fixtures*	7
Electrical installation*	15

* For these classes of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Act.

Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition.

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

The useful life of buildings was estimated at 60 years and of plant & machinery, infrastructure and development and electrical installation was estimated at 10 years till 31 March 2019.

(d) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in the Note 5



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2020 (Continued)

(c) De-recognition

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss in the period in which the property is de-recognised.

(f) Investment properties under construction

Property that is being constructed for future use as investment property is accounted for as investment property under construction until assets are ready for their intended use.

Direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment properties under construction represent the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

Advance paid for construction of investment property which are not ready for their intended use at each balance sheet date are disclosed under other non-current assets as capital advance.

3.3 Impairment of assets

The Company assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognised in the Statement of Profit and Loss or against revaluation surplus, where applicable.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

3.4 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

Capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the general borrowings.

Capitalisation of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. All other borrowing costs are recognised as an expense in the period in which they are incurred.



Sundew Properties Limited

(CIN: U.70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2020 (Continued)

3.5 Inventories

(a) Measurement of inventory

Inventories comprise of building material, components and maintenance spares. The Company measures its inventories at the lower of cost and net realisable value.

(b) Cost of inventories

The cost of inventories of building materials and components and work in progress comprise all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

(c) Net realisable value

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

3.6 Revenue recognition

(a) Facility rentals

Revenue from property leased out under an operating lease is recognised over the lease term on a straight line basis, except where there is an uncertainty of ultimate collection.

(b) Maintenance services

Maintenance income is recognised over a period of time for services rendered to the customers.

(c) Finance Lease

For assets let out under finance lease, the Company recognises a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.

(d) Sale of surplus construction material and scrap

Revenue from sale of surplus construction material is recognised on transfer of risk and rewards of ownership which is generally on despatch of material.

3.7 Interest Income

(i) Interest income is recognised on time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

(ii) Interest on delayed payments are recognised, on time proportion basis, except when there is uncertainty of ultimate collection.

3.8 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognised in the Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income in which case, deferred tax are also recognised in other comprehensive income or directly in equity respectively.

a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.



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b) **Deferred tax**

Deferred tax asset/liability is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset deferred tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle deferred tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

c) **Minimum Alternate Tax (MAT)**

MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement under deferred tax assets. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

- d) For operations carried out under tax holiday period (80IAB benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends. In the situations where one or more units of the Company are entitled to a tax holiday under the tax law, no deferred tax (asset or liability) is recognized in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned unit's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognized in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

3.9

Earnings per share (EPS):

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.



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3.10 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

3.11 Foreign currency transactions and translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the year-end and not covered by forward contracts, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

3.12 Leases

As a Lessor

The Company enters into lease agreements as a lessor with respect to some of its investment properties. Leases for which the Company is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to reporting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.



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As a Lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is Presented as a part of other financial liabilities in the balance sheet as Lease liability

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37 – 'Provisions, Contingent Liabilities and Contingent Assets'. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset.

The Company applies Ind AS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 3.3.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Statement of Profit and Loss.



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3.13 Financial instruments

1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognised when the Company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

2 Financial assets:

(a) Classification of financial assets:

(i) The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortised cost.

(ii) The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Subsequent Measurement

(i) Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are subsequently measured at fair value through the Statement of Profit and Loss unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the Statement of Profit and Loss.

(ii) Equity instruments:

The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:

Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.



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Investments in equity instruments at FVTOCI:

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments, but is transferred to retained earnings.

(c) Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(d) Derecognition of financial assets:

A financial asset is primarily derecognised when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) the Company has transferred its rights to receive cash flows from the asset, and
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVTOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognised in Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

3 Financial liabilities and equity instruments

(a) Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instrument is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.



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(c) Compound financial instruments

The component parts of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.

(d) Financial Liabilities

Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Statement of Profit and Loss, or b) at amortised cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

The Company's financial liabilities include trade and other payables, loans and borrowings. Subsequent measurement of financial liabilities depends on their classification as fair value through the Statement of Profit and Loss or at amortised cost. All changes in fair value of financial liabilities classified as FVTPL are recognised in the Statement of Profit and Loss. Amortised cost category is applicable to loans and borrowings and trade and other payables. After initial recognition the financial liabilities are measured at amortised cost using the Effective Interest Rate method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognised amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.



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3.14 Cash and cash equivalents

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

3.15 Statement of Cash flow

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

For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

As per para 8 of Ind AS 7 – 'Statement of Cash Flows', "where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. Bank overdraft, in the Balance Sheet, is included as 'borrowings' under Financial Liabilities".

3.16 Employee benefits plan

Disclosure pursuant to Ind AS – 19 'Employee benefits'

1 Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits such as salaries, wages, etc. and are recognised in the year in which the employee rendered the related services. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the year.

2 Long term employee benefits:

(i) Defined Contribution Plans

Contributions to defined contribution schemes such as provident fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense. The above benefits are classified as defined contribution schemes as the Company has no further defined obligations beyond the monthly contributions.

(ii) Defined Benefit Plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company has determined the gratuity liability based calculated through actuarial valuation based on the number of years completed and last drawn basic salary as mentioned in the Payment of Gratuity Act, 1972. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The Company's gratuity benefit scheme is a defined benefit plan. In the current year, the Company has determined the gratuity liability based on actuarial valuation report based on the last drawn basic salary.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.



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(iii) Other long term employee benefits - Compensated absences

Benefits under compensated absences are accounted as other long-term employee benefits. The Company has determined the liability for compensated absences calculated through actuarial valuation which is determined on the basis of leave credited to employee's account and the last drawn salary. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurement is recognised in the Statement of Profit and Loss in the period in which they arise. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability.

3.17 Subsequent events

The Financial Statements are adjusted to reflect events that occur after the reporting date but before the Financial Statements are issued.

3.18 Errors and estimates

The Company revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Financial Statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

3.19 Segment Information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that related to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments, operating results are reviewed by the Board of Directors, which has been considered as the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segment and assess their performance.



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4 Property, plant and equipment

Particulars	Power assets		Other Assets					Total
	Building	Plant and machinery	Plant and machinery	Computers	Office equipments	Furniture and fixtures	Right of use - Plant and Machinery	
Gross carrying amount as at 1 April 2018	160	399	8	0	0	1	-	568
Additions	-	-	1	0	0	-	-	1
Disposals / adjustment	-	-	2	-	-	-	-	2
Gross carrying amount as at 1 April 2019	160	399	7	0	0	1	-	567
Impact of adoption of Ind AS 116 [refer note 30]	-	-	-	-	-	-	52	52
Additions	-	-	0	0	-	-	-	0
Disposals / adjustment	-	-	-	-	-	-	-	-
Closing gross carrying amount as at 31 March 2020	160	399	7	0	0	1	52	619
Accumulated depreciation / amortisation as at 1 April 2018	8	123	5	0	0	1	-	137
Depreciation charged during the year	3	44	1	0	0	0	-	48
Disposals / adjustment	-	-	1	-	-	-	-	1
Accumulated depreciation as at 1 April 2019	11	167	5	0	0	1	-	184
Depreciation charged during the year	2	19	0	0	0	0	5	26
Disposals / adjustment	-	-	-	-	-	-	-	-
Closing accumulated depreciation as at 31 March 2020	13	186	5	0	0	1	5	210
Net carrying amount as at 31 March 2020	147	213	2	0	0	0	46	408
Net carrying amount as at 31 March 2019	149	232	2	0	0	0	-	383

Notes:

- In the year 2013, the Company had applied to The Andhra Pradesh Electricity Regulatory Commission (APERC) for obtaining the Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Telangana State Electricity Regulatory Commission (TSERC), the successor to APERC passed an order identifying the Company as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain conditions including the maintenance of debt equity ratio of 70:30 for power distribution business.

The Company has filed miscellaneous applications before TSERC seeking modification/clarification of its order under regulation 38 & 39 of TSERC (Conduct of business) Regulations 2015 read with Regulations 52(iv) and (v) of the APERC (Distribution License) Regulations, 2013. TSERC disposed off the application without giving any consideration to the modification/clarification application filed. The Company has filed a separate appeal to Appellate Tribunal of Electricity (APTEL). The matter was heard by APTEL on 2 May 2019 and the case was dismissed on 27 September 2019. The Company has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India. The Matter is pending before Hon'ble Supreme Court of India.

- Depreciation amounting to Rs 0 (31 March 2019: Rs. 1) has been capitalised to investment property under construction, since this relates to the assets used exclusively for the project.



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5 Investment property

Particulars	Free hold Land	Building	Infrastructure and development	Plant and machinery*	Electrical installations*	Furniture and fixtures*	Total
Gross carrying amount as at 1 April 2018	29	7,062	1,194	1,005	294	29	9,613
Additions	-	-	-	-	-	-	-
Disposals / adjustment	-	-	-	8	-	-	8
Gross carrying amount as at 1 April 2019	29	7,062	1,194	997	294	29	9,605
Additions	-	2,879	39	221	-	-	3,139
Disposals / adjustment	-	-	-	-	-	-	-
Closing gross carrying amount as at 31 March 2020	29	9,941	1,233	1,218	294	29	12,744
Accumulated depreciation at 1 April 2018	-	326	362	317	92	19	1,116
Depreciation charged during the year	-	119	129	114	33	3	398
Disposals / adjustment	-	-	-	1	-	-	1
Accumulated depreciation at 1 April 2019	-	445	491	430	125	22	1,513
Depreciation charged during the year	-	93	62	50	15	1	221
Disposals / adjustment	-	-	-	-	-	-	-
Closing accumulated depreciation as at 31 March 2020	-	538	553	480	140	23	1,734
Net carrying amount as at 31 March 2020	29	9,403	680	738	154	6	11,010
Net carrying amount as at 31 March 2019	29	6,617	703	567	169	7	8,092

*Forming an integral part of Building



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- a) The Company has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer note 30 for future minimum lease payments in respect of these properties till the expiry of lease term.
- b) Investment Property of the Company have been pledged as security against the Borrowings. (See note no .17 (a), (b),(c)).
- c) Measurement of fair values of investment property

Fair value hierarchy:

The fair value of Company's investment property as at 31 March 2020 has been arrived on the basis of a valuation carried out by an external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Valuation technique:

The Company follows discounted cash flows technique (Income approach) which considers the present value of net cash flows to be generated from the property taking into account the expected rental growth rate, vacant period, occupancy rate, lease incentive costs such as rent free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

Investment property comprises commercial property that is leased to third parties. Each of the leases entered are normally for a period of 5 to 15 years. Subsequent renewals are negotiated with the lessee or as per the terms of initial agreement are automatically renewed. No contingent rents are charged.

The fair value measurement for all of the investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Fair value of the investment property

Particulars	As at 31 March 2020	As at 31 March 2019
Total	54,061	27,582

Fair value of investment property as on March 31, 2020 includes fair value of Investment property under construction. As on March 31, 2019, the fair value of investment property under construction was not reliably measurable and hence not included in the above value.

Other disclosures in relation to Investment Properties

Particulars	For the year 31 March 2020	For the year 31 March 2019
Rental Income	2,993	2,911
Direct operating expenses from investment property that generated rental income	620	602
Direct operating expenses from investment property that did not generate rental income	-	-



Sundew Properties Limited

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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

6 Investment property under construction at cost	As at 31 March 2020	As at 31 March 2019
Material and contractual payments	2,671	745
Technical professional fees	197	56
Project support fees (technical)	443	220
Rates and taxes	158	158
Power and fuel expenses	14	4
Finance costs	188	43
Depreciation and amortisation	3	3
Other expenses	32	8
Less : Sale of surplus material	-	-
	<u>3,616</u>	<u>1,237</u>
Less: transfer to Investment property	<u>3,139</u>	<u>1,237</u>
	477	-
Other Inventories		
Building materials, components and maintenance spares	19	2
	<u>495</u>	<u>1,239</u>

Particulars	Material and contractual payments	Technical professional fees	Project support fees (technical)	Rates and taxes	Power and fuel expenses	Finance costs	Depreciation and amortisation	Other expenses	Total
At 1 April 2018	89	10	1	18	0	6	2	6	132
Add: Additions	656	46	219	140	4	37	1	2	1,105
At 1 April 2019	745	56	220	158	4	43	3	8	1,237
Add : Additions	1,925	51	224	-	10	145	0	24	2,379
Less : Transfer	2,311	83	405	139	14	159	2	26	3,139
At 31 March 2020	<u>359</u>	<u>24</u>	<u>39</u>	<u>19</u>	<u>0</u>	<u>29</u>	<u>1</u>	<u>6</u>	<u>477</u>



Sundew Properties Limited

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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

7 Other financial assets (if covered, considered good)

Particulars	As at 31 March 2020		As at 31 March 2019	
	Non - Current	Current	Non - Current	Current
Finance lease receivable	-	-	-	18
Unbilled revenue	27	24	69	6
Security Deposits	100	-	95	-
Interest receivable on loan given	-	526	-	552
Interest receivable on other deposit	-	5	-	5
Other receivables	-	31	-	-
Fixed deposit with bank (refer notes below) (Original maturity is more than 12 months)	-	-	105	-
	127	586	269	573

(i) These fixed deposits as at 31 March 2019 includes margin money of Rs.105 (interest rate: 7.15% and maturity date: 29 December 2020) given as security under Debt Service Retention Account balance (DSRA) maintained with the Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

8 Non-current tax assets (net)

Particulars	As at 31 March 2020	As at 31 March 2019
Advances tax and tax deducted at source (Net of provision for tax Rs. 969 31 March 2019; Net of provision for tax Rs. 442)	443	373
	443	373

9 Other assets

Particulars	As at 31 March 2020		As at 31 March 2019	
	Non - Current	Current	Non - Current	Current
Mobilisation advances	164	-	253	-
Capital advances	30	-	16	-
Prepaid expenses	41	24	17	20
Advances to suppliers	-	5	-	2
Balance with government authorities	-	6	-	2
	235	35	286	24

10 Inventories (valued at lower of cost and net realisable value)

Particulars	As at 31 March 2020	As at 31 March 2019
Building material, components, maintenance spares & high speed diesel	5	6
	5	6

11 Trade receivables

Particulars	As at 31 March 2020	As at 31 March 2019
Considered good - Secured	-	-
Considered good - Unsecured	40	66
Credit impaired	-	-
	40	66
Less: Loss Allowance	-	-
	40	66

Trade receivables are generally based on terms as per contract/agreement. The Company is not materially exposed to credit risk and loss allowance related to trade and other receivables as receivables are generally backed by interest free security deposits from customers. Of the trade receivables balance as at 31 March 2020 of Rs. 25 (31 March 2019 of Rs. 34) is due from 5 largest customers. There are no other customers who represent more than 5% of the total balance of trade receivables.

Ageing Analysis	As at 31 March 2020	As at 31 March 2019
Within Credit Period of 7 days	37	44
Past due - More than 8 days and upto 365 days	2	20
Past due - More than 365 days	1	2

12 Cash and cash equivalents

Particulars	As at 31 March 2020	As at 31 March 2019
Cash on hand	1	1
Balance with banks in current accounts	16	11
Fixed deposits with original maturity less than 3 months (refer below note 13(i))	49	37
	66	49

13 Other bank balances

Particulars	As at 31 March 2020	As at 31 March 2019
Fixed deposits with original maturity for more than 3 months and less than 12 months (refer below notes (i) and (ii))	127	-
	127	-

(i) These fixed deposits as at 31 March 2020 includes margin money of Rs.105 (interest rate: 7.15% and maturity date: 29 December 2020) given as security under Debt Service Retention Account balance (DSRA) maintained with the Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

(ii) These fixed deposits as at 31 March 2020 includes margin money of Rs.49 (interest rate: 6.25% and maturity date: 30 April 2020, 04 May 2020 and 05 May 2020) given as security under Debt Service Retention Account balance (DSRA) maintained with the Standard Chartered Bank to support debt servicing.

14 Loans

Particulars	As at 31 March 2020	As at 31 March 2019
Unsecured and considered good	-	-
Loans to a body corporate (refer note below)	6,711	5,969
	6,711	5,969

Note: Short-term loan and advances includes Rs.6,711 (31 March 2019: Rs. 5,969) due from private limited company in which any director is a director or member. The loan carries interest rate of 10% (31 March 2019: 10.5%) per annum payable on demand. The loans have been granted for meeting their business requirements. Details of which are set-out below:

Name of the Company	As at 31 March 2020	As at 31 March 2019
New found Properties and Leasing Private Limited	6,711	5,969
	6,711	5,969



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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

15 Share capital

Particulars	As at 31 March 2020	As at 31 March 2019
Authorised capital 28,200,000 (31 March 2019: 28,200,000) equity shares of Rs. 10 each	282	282
	282	282
Issued, subscribed and fully paid-up 28,170,650 (31 March 2019: 28,170,650) equity shares of Rs. 10 each, fully paid-up	282	282
	282	282

(A) Reconciliation of shares outstanding at the beginning and at the end of the reporting year:

Equity shares	As at 31 March 2020		As at 31 March 2019	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,81,70,650	282	2,81,70,650	282
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	2,81,70,650	282	2,81,70,650	282

(B) Rights, preferences and restrictions attached to equity shares:

Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share and dividend proportionate to their shareholding. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of the Interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Refer note 28(b) with respect to Rights, preferences and restriction for one share holder.

(C) Particulars of shareholders holding more than 5% shares of a class of shares:

Equity shares of Rs 10 each, fully paid-up held by-	As at 31 March 2020		As at 31 March 2019	
	Number	Percentage	Number	Percentage
Gemest Healthcare & Parks Private Limited	54,08,794	19.20%	54,08,794	19.20%
IBFLP ASIA SG Perm Holding (SUI) Pte. Ltd	42,18,592	14.95%	42,18,592	14.95%
Aadhira Pradesh Industrial Infrastructure Corporation Limited	30,98,775	11.00%	30,98,775	11.00%
Mrs. Chandra L. Rishia jointly with Mrs. Jyoti C. Ralchin*	28,07,214	9.97%	28,07,214	9.97%
Casa Mirra Properties LLP	16,47,096	5.85%	16,47,096	5.85%
Rapinwood Estate Development LLP	16,47,096	5.85%	16,47,096	5.85%
Capstan Trading LLP	16,47,096	5.85%	16,47,096	5.85%
Polar Shelter Estate Development LLP	14,73,480	5.23%	14,73,480	5.23%
Ashree Constructions LLP	14,73,480	5.23%	14,73,480	5.23%
Cape Trading LLP	-	-	-	-
	2,50,60,709	88.98%	2,50,60,709	88.98%

Notes:

*28,07,214 held by the said registered owners for and on behalf of the beneficiaries of Eory Property Trust, as per the declaration in Form No. 30(G) of dated 06 June 2016 received from Mrs. Chandra L. Rishia jointly with Mrs. Jyoti C. Ralchin. Declaration in Form No. 30(G) of dated 06 June 2016 received from the beneficiaries of Eory Property Trust and Form 30(G)-6 in this respect filed by the Company with the Registrar of Companies on 25 January 2017.

(D) Shares issued as bonus shares:

On 26 May 2016, the Company issued 270,438,240 equity shares of Rs. 10 each as bonus shares to the existing equity shareholders of the Company in the ratio of 24 bonus equity shares for every 1 equity share held in the Company.

16 Other equity

Particulars	Securities premium	Reserves and Surplus - Retained earnings	Total
Balance at 1 April 2018	385	255	640
Add: Profit for the year	-	1,441	1,441
Less: Fair valuation	-	-	-
Other comprehensive income for the year (net of Income tax)	-	-	-
At the end of the year	385	1,696	2,081
Less: Appropriations	-	-	-
Dividend paid for the financial year	-	-	-
Tax on dividend	-	-	-
Balance as at 31 March 2019	385	1,696	2,081

Particulars	Securities premium	Reserves and Surplus - Retained earnings	Total
Balance at 1 April 2019	385	1,696	2,081
Add: Profit for the year	-	1,172	1,172
Other comprehensive income for the year (net of Income tax)	-	0	0
Less: Appropriations	-	-	-
Dividend paid for the financial year 2018-19	-	202	202
Tax on dividend	-	58	58
Balance as at 31 March 2020	385	2,528	2,913

Description of nature and purpose of reserves

(i) Securities premium

This reserve represents the premium received on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Retained earnings

Retained Earnings represents the surplus of the Statement of Profit and Loss and is available for distribution as Dividend to the shareholders and other purposes as per the provisions of The Companies Act, 2013.



Sundew Properties Limited

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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

17 Borrowings	As at 31 March 2020			As at 31 March 2019		
	Long-term	Current portion	Short-term	Long-term	Current portion	Short-term
Term Loans						
Term Loans (continued)						
(a) Bank of Baroda (refer note (a) below)	3,317	335	-	3,661	268	-
(b) The Hongkong and Shanghai Banking Corporation Limited (refer note (b) below)	4,473	224	-	4,697	190	-
(c) The Standard Chartered Bank (refer note (c) below)	5,818	45	-	3,351	213	-
(d) BFC Finance Bank Limited	-	-	-	-	-	-
Subtotal [A]	13,608	604	-	11,709	661	-
Term Loans from financial institutions						
From others	-	-	-	431	23	-
(i) NRI Infrastructure Finance Limited	-	-	-	-	-	-
Subtotal [B]	-	-	-	431	23	-
Overdraft from bank						
(a) Overdraft from Bank of Baroda (refer note (a) below)	-	-	302	-	-	253
(b) Overdraft from The Hongkong and Shanghai Banking Corporation Limited (refer note (b) below)	-	-	142	-	-	81
(c) Overdraft from The Standard Chartered Bank (refer note (c) below)	-	-	51	-	-	-
(d) Overdraft from BFC Finance Bank Limited	-	-	498	-	-	334
Subtotal [C]	-	-	993	-	-	668
Less: Current maturities of long term borrowing clubbed under "Other financial liabilities" [D]	-	604	-	-	604	334
Total [A+B+C-D]	13,608	-	498	12,140	-	334

(a) Bank overdraft from Bank of Baroda is secured by an exclusive first charge on all the piece and parcel of land, bearing sub-plot no. 12-A admeasuring 16,281.97 sq mtrs together with building no. 12 A constructed thereon having built-up area of 8.50 lacs sq ft comprising of structures.

Bank overdraft from Bank of Baroda is secured by an exclusive first charge on all the piece and parcel of land, bearing sub-plot no. 12-B admeasuring 14,713 sq mtrs together with building no. 12 A constructed thereon.

Bank overdraft from Bank of Baroda is secured by an exclusive first charge on all the piece and parcel of land, bearing sub-plot no. 12-C admeasuring 14,713 sq mtrs together with building no. 12 A constructed thereon.

Movement of non-current borrowings

Particulars	As at	
	31 March 2020	31 March 2019
Opening balance	12,824	12,250
Add: Drawdown made during the year	5,870	4,947
Less: Repayment during the year (including interest)	1,319	5,544
Add: Interest expense for the year	2	-
Less: Processing fees paid during the year	16	54
Add: Unwind processing fees for the year	14,212	12,824
Closing Balance	14,212	12,824

Details of security and repayment terms

Nature of securities

Terms of repayment

- (a) - Term loan from Bank of Baroda is secured by way of charge on all the piece and parcel of land, bearing sub-plot no. 12-A admeasuring 16,281.97 sq mtrs together with building no. 12 A constructed thereon having leaseable area of 8.50 lacs sq ft comprising of structures (both present and future) of SEZ property together with Survey No. 64 (part) being and situated at Madhapur Village, Serilingampally Mandal, Rangareddy Dist., Hyderabad and also secured by a charge on demarcated portion of land admeasuring about 14,713 sq. mtrs. together with building no. 12B and/or structure standing thereon, having built up area of 6.60 lakh sqft bearing Survey No. 64 (part) situated at "MindSpace Cyberabad" Madhapur Village, Serilingampally Mandal, Rangareddy District, Hyderabad together with all plant and machinery attached to the earth or permanently fastened to the earth (refer note no. 5). Hypothecation of rentals of building no. 12A and building no. 12B. Exclusive charge on Escrow account of Building no. 12A and 12B. **Repayable in 120 monthly instalments on following basis. The loan currently carries an interest rate of 9.20% per annum.**
- (b) - Term loan and Bank Overdraft from The Hongkong and Shanghai Banking Corporation Limited is secured by way of charge on all piece and parcel of land, bearing sub-plot no. 12C admeasuring 15,538.64 sq. mtrs (3.64 acres) together with the building no. 12C having built-up area of about 7.80 lacs sq. ft. October 2018. **Repayable in 120 monthly instalments of varying amounts commencing from bearing sub-plot no. 12C admeasuring 10% area on the 1st and 2nd office levels at SEZ project comprising of 40.25 acres land, and further secured by way of constructed thereon including 10% area on the 1st and 2nd office levels at SEZ project comprising of 40.25 acres land, and further secured by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no. 12C bearing Survey No. 64 (part) situated at Madhapur Village, Serilingampally Mandal, Rangareddy District, Hyderabad and also by a lien (including the right of set off) on the Deposit placed with HSBC from time to time, including any interest accrued thereon and any generate thereon from time to time and further, secured by way of charge on all piece and parcel of land bearing sub-plot no. 11 admeasuring about 12,008.46 sq. mtrs (2.96 acres) (de-notified SEZ Project) together with the building no. 11 having built-up area of about 5.80 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no. 11 bearing Survey no. 64 (part) situated at Madhapur Village, Serilingampally Mandal, Rangareddy District, Hyderabad. (refer note no. 5). **The loan currently carries an interest rate of 9.25% per annum.****
- (c) - Term Loans and Bank Overdraft from Standard Chartered Bank is secured by way of equitable mortgage through deposit of title deeds, over the piece and parcel of the demarcated portion of the land admeasuring about 14,456.45 sq mtrs (3.37 acres) together with the building thereon having leaseable area admeasuring about 5.26 lacs sq ft (Building No. 14) and on the land admeasuring about 20,451.58 sq mtrs (4.95 acres) together with the building thereon admeasuring about 9.06 lacs sq ft bearing Survey No. 64 (part) being and situated at Madhapur Village, Serilingampally Mandal, Rangareddy District, Hyderabad, First and exclusive charge by way of hypothecation over present and future receivables including the lease rental income from the Mortgaged Properties (Receivables) (refer note no. 5). **Repayable in 120 monthly instalments. The loan currently carries an interest rate of 9.25% per annum.**

18 Other financial liabilities

Particulars	As at 31 March 2020		As at 31 March 2019	
	Non-Current	Current	Non-Current	Current
Recreation money payable				
- Due to Micro, Small and Medium Enterprises (including interest)	2	3	-	35
- Others	13	20	-	1,207
Security deposits	402	1,196	125	37
Interest accrued but not due on borrowings	-	30	-	19
Amount payable to customers	-	19	-	-
Lease liabilities	45	4	-	694
Current maturities of non-current borrowings (refer note no. 17)	-	604	-	-
Capital creditors				
- Due to Micro, Small and Medium Enterprises (including interest)	-	75	-	7
- Others	-	130	-	176
	462	2,081	125	2,157



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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

19. Provisions	Particulars	As at 31 March 2020		As at 31 March 2019	
		Non - Current	Current	Non - Current	Current
	Provision for employee benefits	0	0	0	0
	Provision for gratuity	0	0	0	0
	Provision for leave encashment	0	0	0	0
		0	0	0	0
20. Other liabilities	Particulars	As at 31 March 2020		As at 31 March 2019	
		Non - Current	Current	Non - Current	Current
	Unearned rent	130	46	14	24
	Advances received from customers	1	1	-	1
	Statutory dues	-	29	-	22
		131	76	14	47
21. Trade payables	Particulars	As at 31 March 2020		As at 31 March 2019	
		Non - Current	Current	Non - Current	Current
	Micro and Small Enterprises (including interest)	-	12	-	7
	Others	-	113	-	116
		-	125	-	123

Notes :-

(i) Trade payables are non-interest bearing and are settled in accordance with the contract terms with the vendors.

The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

(ii) Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMEED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro and Small enterprises.

(iii) Amounts due to micro and small enterprises as at 31 March 2020 was Rs. 90. The information regarding micro and small enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 31 March 2020	As at 31 March 2019
Principal amount remaining unpaid to any supplier as at the year-end and interest due thereon	91	14
Amount of interest paid by the Company in terms of Section 16 of the MSMEED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the year of delay in making payments (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMEED	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	0	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above the actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMEED.	-	-



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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

	Year ended 31 March 2020	Year ended 31 March 2019
22 Revenue from operations		
Sale of services	2,114	2,359
- facility rentals	578	544
- Maintenance services		
Total (A)	2,992	2,903
Other operating income		
Sale of surplus construction material and scrap	0	5
Interest income from finance lease	1	3
Total (B)	1	8
Total (A+B)	2,993	2,911
23 Other income		
Interest income on		
- Fixed deposits with banks	10	8
- Electricity deposits	5	6
- loans to body corporate	584	613
- Income tax refund	-	4
- Others	0	1
Liabilities no longer written back	0	3
Profit on sale of property, plant and equipment (net)	-	8
Miscellaneous income	0	2
	599	645
24 Employee benefits expense		
Salaries and wages	11	5
Contribution to provident and other funds (refer note 32)	1	0
Gratuity expenses (refer note 32)	0	0
Compensated absences	0	0
Staff welfare expenses	-	-
	12	5
25 Finance costs		
Interest expense On :		
- borrowings from banks and financial institutions	1,222	1,117
- loans from body corporates	4	-
- lease liability	5	-
- others	0	1
Unwinding of interest expenses on security deposits	29	57
Other finance charges	17	54
	1,277	1,229
Less: Finance cost capitalised to investment properties under construction*	(145)	(37)
	1,132	1,192
* The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the Company's general borrowing during the year, in this case 9.19 %.		
26 Depreciation expense		
On property, plant and equipment	26	48
On investment property	221	398
	247	446
Less: depreciation cost transferred to investment properties under construction (refer note 6)	(0)	(1)
	247	445



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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

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27 Other expenses

	Year ended 31 March 2020	Year ended 31 March 2019
Repairs and maintenance:		
- Building	168	152
- Plant and machinery	84	78
- Electrical installation	10	10
- Others	6	9
Electricity, water and diesel charges	168	168
Property tax	59	59
Rates and taxes	1	0
Legal, professional and other fees	24	17
Communication costs	0	0
Travelling and conveyance	1	3
Payment to auditors' (refer note below)	3	3
Filing fees and stamping charges	0	1
Insurance	6	5
Bank charges and commission	0	0
Printing and stationery	0	0
Expenditure on corporate social responsibility (refer note 37)	12	9
Royalty	2	-
Brokerage and commission	38	43
Business promotion expenses/advertising expense	0	0
Project support fees (non-technical)	82	79
Rent	-	8
Advance write off	0	2
Bad debts written off	1	-
Foreign exchange fluctuation loss, net	0	2
Directors' sitting fees	1	1
Donations Paid	-	0
Miscellaneous expenses	0	1
	666	650

Payment to auditors' (excluding goods and services tax)

As auditor:		
- Statutory audit fees	1	2
- Tax audit fees	0	0
- for other services	2	1
- for reimbursement of expenses	0	0
	3	3

28 Other Commitments :

Project commitments

- (a) In accordance with the Scheme of arrangement which was approved by Hon'ble Andhra Pradesh High Court on 23 March 2007, the Industrial Park II and III undertakings of K.Raheja IT Park (Hyderabad) Limited (formerly known as K.Raheja IT Park (Hyderabad) Private Limited) ("KRIT") have been demerged and vested in the Company with effect from the appointed date i.e. 01 September 2006.

The Company has acquired the land at Madhapur, Hyderabad as part of the demerger scheme from KRIT. The said land is in lieu of the employment opportunities to be generated by KRIT and others.

The liability, if any, arising due to the obligation to create the job opportunities for the entire larger land of which the above property is a part, continues to be retained by KRIT as at 31 March 2020

During the year ended 31 March 2016, Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") has returned the original Bank Guarantees to KRIT and also confirmed to the bank that TSIIC will not claim any amount from the bank under the Bank Guarantees and the bank is relieved of its obligation. Hence, no liability is recognised towards the price of the plot of land.

- (b) An unconditional obligation to pay amounts due to Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") in respect of APIIC's claims of losses due to any difference in values pertaining to sale transactions of the project undertaken by the Company. Losses incurred by the Government/TSIIC in its JV Company, if any, will be paid in full by K. Raheja Corp Pvt Ltd and it has furnished to the Company in writing, agreeing and admitting liability to make such payment to Government/TSIIC.

The shareholding pattern of the Government/TSIIC in the JV Company and the Demerged company will not change as a result of conversion from Private to Public, the Government / TSIIC equity of 11% will remain the same in the Company and all the demerged companies and further in future, Government / TSIIC will not be asked to infuse further cash to maintain its 11% stake.



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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

29 Earnings per share

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit for the year	1,172	1,441
Calculation of the weighted average number of shares:		
Number of shares at the beginning of the year and at the end of the year	2,81,70,650	2,81,70,650
Weighted average number of equity shares outstanding during the year	2,81,70,650	2,81,70,650
Basic and diluted earnings per share (Rs)	42	51
Face value per share (Rs)	10	10

30 Disclosure in respect of lease:

Application of new and revised Indian Accounting Standard (Ind AS)

In the current year, the Company, for the first time, has applied Ind AS 116 Leases (as notified in March 2019).

Ind AS 116 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating and finance leases and requiring the recognition of a right-of-use asset and a lease liability at the lease commencement for all leases, except for short-term leases and leases of low value assets. In contrast to lessee accounting, the requirements for lessor accounting have remained largely unchanged. Details of these new requirements are described in Note 3. The impact of the adoption of Ind AS 116 on the Company's financial statements is described below.

The date of initial application of Ind AS 116 for the Company is 1 April 2019.

The Company has applied Ind AS 116 using the Prospective approach

Impact on Lessor Accounting

Ind AS 116 does not change substantially how a lessor accounts for leases. Under Ind AS 116, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently. However, Ind AS 116 has changed and expanded the disclosures required, in particular regarding how a lessor manages the risks arising from its residual interest in the leased assets.

(a) Operating lease:

Company as lessor:

The Company leases its investment property under non cancellable operating lease for a term of 36 months to 60 months. Initial direct costs incurred on these leasing transactions have been recognised in the Statement of profit and loss over the lease term. The lease arrangements with the customers have varied terms, escalation clauses and renewal rights. On renewal, the terms of the leases are re-negotiated. During the year, an amount of Rs. 2,409 (31 March 2019: Rs 2,308) lease income has been recognised in the Statement of Profit and Loss. The following are the disclosures of lease rent income in respect of non-cancellable operating leases during the year:

In the capacity as a lessor	As at 31 March 2020	As at 31 March 2019
Future minimum lease payments under non-cancellable operating leases		
Not later than one year	551	586
Later than one but not later than five years	537	542
Later than five years	-	-

Amount recognised in Statement of Profit and Loss

During the year property rentals of Rs 2,409 (31 March 2019 : Rs 2,308) have been included in revenue from operations (see note 22).

Company as lessee:

Former operating leases

Ind AS 116 changes how the Company accounts for leases previously classified as operating leases under Ind AS 17.

Applying Ind AS 116, for all leases (except as noted below), the Company :

- recognises right-of-use assets and lease liabilities in the statement of financial position, initially measured at the present value of future lease payments;
- recognises depreciation on right-of-use assets and interest on lease liabilities in the Statement of Profit and Loss; and
- separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the Statement of Cash Flows.

Under Ind AS 116, right-of-use assets are tested for impairment in accordance with Ind AS 36 Impairment of Assets. This replaces the previous requirement to recognise a provision for onerous lease contracts.



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Operating lease - cancellable

The Company has taken solar plants on lease and the average lease term is 12 years.

The following are the restrictions or covenants imposed by lessor:

The Company shall not sell or create lien on the leased asset or part thereof.

Amounts recognised in Statement of Profit and Loss

	For the year ended 31 March 2020	For the year ended 31 March 2019
Depreciation expense on right-of-use assets	5	-
Interest expense on lease liabilities	5	-

The total cash outflow for leases amount to Rs. 8 (31 March 2019 Rs.Nil)

Maturity analysis of Lease liability

	As at 31 March 2019
Not later than 1 year	-
Later than 1 year and not later than 5 years	-
Later than 5 years	-

Impact on Financial Statements

On transition to Ind AS 116, the Company recognised Rs. 52 as right of use asset and Rs. 52 as lease liabilities as on 1 April 2019

When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate of 10.5%.



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31 Segment Information

(i) Primary segment information

The primary reportable segment is business segments.

Business segment

The Company is organised into the three operating divisions - 'Real estate development', 'Power distribution' and 'Treasury' which are determined based on the internal organisation and management structure of the Company, its system of internal financial reporting and the nature of its risks and its returns. The board of directors of the Company has been identified as Chief Operating Decision Maker (CODM). CODM evaluates the Company's performance, allocate resources based on analysis of various performance indicators of the Company as disclosed below.

a Real estate

Real estate comprises development of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial segments for the purpose of letting out to different customers. The Company has a project in Hyderabad for development of commercial park.

b Treasury

Treasury segment comprises of the activities of inter-corporate loans given by the Company and earning income on such loans.

c Power distribution

The Company has a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. (Refer Note no 4 (1)).

The Company has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India for obtaining the Deemed distribution license status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Matter is pending before Hon'ble Supreme Court of India. Hence the business line has not started operations.

Major customers:

There is one customer who contributes more than ten per cent of revenue of the Company Rs 471 (31 March 2019: Rs. 406)

Particulars	For the year ended 31 March 2020				Total
	Real estate	Treasury	Power distribution	Unallocable	
Segment revenue	2,993	584	-	15	3,592
Segment result	2,148	584	(29)	(24)	2,679
Finance costs	(29)	-	(5)	(1,098)	(1,132)
Employee benefits expense	-	-	-	(12)	(12)
Profit before tax	2,119	584	(34)	(1,134)	1,535
Tax	-	-	-	(363)	(363)
Profit after tax					1,172
Other information					
Segment assets	11,917	7,236	513	644	20,310
Segment liabilities	2,163	-	48	14,904	17,115
Capital expenditure	2,378	-	5	0	2,383
Depreciation	226	-	21	-	247



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31 Segment information (Continued)

Particulars	For the year ended 31 March 2019				Total
	Real estate development	Treasury	Power distribution	Unallocable	
Segment revenue	2,911	613	-	32	3,556
Segment result	1,911	613	(55)	(8)	2,461
Finance costs	(57)	-	-	(1,135)	(1,192)
Employee benefits expense	-	-	-	(5)	(5)
Profit before tax	1,853	613	(55)	(1,147)	1,264
Tax	-	-	-	177	177
Profit after tax					1,441
<u>Other information</u>					
Segment assets	9,817	6,521	481	532	17,351
Segment liabilities	1,734	-	-	13,254	14,988
Capital expenditure	1,106	-	-	-	1,106
Depreciation	398	-	47	0	445

(II) Secondary segment information

The Company's operations are based in India and therefore the Company has only one geographical segment - India.

(III) Segment accounting policies

Segment accounting policies are in line with accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- Segment revenue includes income directly identifiable with the segments.
- Expenses that are directly identifiable with the segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Unallocable expenses"
- Income which relates to the Company as a whole and not allocable to segments is included in Unallocable Income and netted off from Unallocable expenses.
- Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.



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32 Disclosure pursuant to Ind AS – 19 'Employee benefits'

a) Defined contribution plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Employer's Contribution to Provident Fund	1	0

b) Defined benefit plans

i. General description

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Gratuity (Unfunded)	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Defined Benefit Obligation at beginning of the year	0	1
Interest cost	0	0
Current service cost	0	0
Actuarial gain on obligations	0	(0)
Benefit paid	-	(0)
Defined Benefit Obligation at the end of the year	0	0

Fair value of Plan Assets

The Company does not have any plan assets and consequently, disclosures related to the plan assets have not been given.

Particulars	Gratuity (Unfunded)	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Expenses recognised during the year in Statement of Profit and Loss		
Current service cost	0	0
Interest Cost	0	0
Return on Plan Asset	-	-
Net Cost	0	0

Actuarial Assumptions	Gratuity (Unfunded)	
	For the year ended 31 March 2020	For the year ended 31 March 2019
Discount Rate (per annum)	5.76%	7.22%
Expected rate of return on Plan Assets (per annum)	-	-
Rate of escalation in salary (per annum)	8.00%	8.00%
Rate of employee turn over	Service < 4 years 59.00%	Service < 5 years 33.5%
	Service >= 5 years 5%	Service >= 5 years 5%

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

c) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

Particulars	As at 31 March 2020		As at 31 March 2019	
	Decrease	Increase	Decrease	Increase
Change in discounting rate (effect of +/- 1.0%)	(0.04)	0.04	(0.03)	0.03
Change in rate of salary increase (effect of +/- 1.0%)	0.04	(0.04)	0.03	(0.03)
Change in rate of employee turnover (effect of +/- 1.0%)	(0.00)	0.01	(0.00)	0.00



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33 Financial Instruments – Fair values and risk management

A Capital management

The Company's objectives when managing capital are:

- to ensure Company's ability to continue as a going concern.
- to provide adequate return to shareholders.

Management assesses the capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and risk characteristics of the underlying assets.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash, cash equivalents and other bank balances. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at 31 March 2020 is as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Borrowings	14,710	13,158
Lease liability	49	-
Gross debt	14,759	13,158
Less : Cash and cash equivalents	66	49
Adjusted net debt	14,693	13,109
Total equity	3,195	2,363
Adjusted net debt to adjusted equity ratio	5	6

B Categories of financial instruments

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Particulars	Note No	Carrying Value	
		As at 31 March 2020	As at 31 March 2019
Financial assets at amortised cost*			
Trade receivables	11	40	66
Cash and cash equivalents	12	66	49
Other bank balances	13	127	-
Loans	14	6,711	5,969
Finance lease receivable	7	-	10
Unbilled revenue	7	51	75
Security Deposits	7	100	95
Interest receivable on loan given	7	526	552
Interest receivable on other / deposit	7	5	5
Deposits	7	-	105
Other receivables	7	31	-
		7,657	6,926
Financial liabilities at amortised cost*			
Borrowings	18/19	14,710	13,158
Security deposits	18	1,598	1,332
Trade payables	21	125	123
Retention money payable	18	37	35
Interest accrued but not due on borrowings	18	30	27
Creditors for capital goods	18	205	184
Lease liabilities	18	49	-
Amount payable to Customers	18	19	19
		16,773	14,878

* The Company considers that the carrying amounts of these financial instruments recognised in the financial statements approximates its fair values.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk



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33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The carrying amounts of financial assets represent the maximum credit exposure.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has rented out premises since 2009 and none of these customers balances are credit-impaired at the reporting date. The Company obtains security deposits from customers, so that in the event of non payment, the Company is able to recover the dues. Further, historical trends indicate any shortfall between such deposits held by the Company and amounts due from customers have been negligible.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

Movement in the expected credit loss allowance	For the year ended 31 March 2020	For the year ended 31 March 2019
Balance at beginning of the year	-	-
Add: Provision made during the year	-	-
Less: Utilised during the year	-	-
Balance at the end of the year	-	-

Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks of Rs 65 and Rs 48 as at 31 March 2020 and 31 March 2019 respectively. The credit worthiness of the such banks is evaluated by management on an ongoing basis and is considered to be good.

Other than trade receivables, the Company has no other financial assets that are past due but not impaired.



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33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

ii Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained fund based working capital lines from various banks. Furthermore, the Company has access to funds from bank and others. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

As at 31 March 2020, the Company had working capital of Rs 4,791 including cash and cash equivalents of Rs 66. As at 31 March 2019, the Company had working capital of Rs 4,026 including cash and cash equivalents of Rs 49.

Exposure to liquidity risk

The table below analyse the Company's financial liabilities into relevant maturing grouping based on their contractual maturities:

As at 31 March 2020	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	14,710	24,310	2,384	1,969	6,370	13,587
Trade payables	125	125	125	-	-	-
Interest accrued but not due on borrowings	30	30	30	-	-	-
Creditors for capital goods	205	205	205	-	-	-
Retention money payable	37	37	24	13	-	-
Interest free security deposits from customers	1,598	1,778	1,198	116	371	93
Lease liabilities	49	49	4	4	15	26
Amount payable to customers	19	19	19	-	-	-
	16,773	26,553	3,989	2,102	6,756	13,706

As at 31 March 2019	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	13,158	18,691	1,627	1,676	5,860	9,528
Trade payables	123	123	123	-	-	-
Interest accrued but not due on borrowings	27	27	27	-	-	-
Creditors for capital goods:	184	184	184	-	-	-
Retention money payable	35	35	35	-	-	-
Interest free security deposits from customers	1,332	1,374	1,219	49	106	-
Amount payable to customers	19	19	19	-	-	-
	14,878	20,453	3,234	1,725	5,966	9,528



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Notes to the Financial statements for the year ended 31 March 2020 (Continued)

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33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

iii Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The Company does not hold any equity investments in listed entities. Hence, the Company is not exposed to any equity price risk.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters.

Un-hedged foreign currency exposure

The un-hedged foreign currency exposure as at 31 March 2020, for which the Company has not entered into forward contracts to hedge its risks associated with foreign currency fluctuation having underlying transaction are as follows:

Particulars	As at 31 March 2020		As at 31 March 2019	
	USD in Million	INR in Million	USD in Million	INR in Million
Trade Payable	0	3	0	2
Net exposure	0	3	0	2

Sensitivity analysis

The impact of sensitivity analysis due to change in exchange rate is not significant.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to Fixed deposits, borrowings from banks and others financial institutions.

Particulars	As at 31 March 2020	As at 31 March 2019
Fixed rate instruments		
Financial assets	6,711	5,969
Variable rate instruments		
Financial liabilities	14,710	12,824

Interest rate sensitivity - variable rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / decreased equity and profit or loss by amounts shown below. This analyses assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

INR	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
31 March 2020				
Variable-rate instruments	(147)	147	-	-
Cash flow sensitivity (net)	(147)	147	-	-

INR	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
31 March 2019				
Variable-rate instruments	(128)	128	-	-
Cash flow sensitivity (net)	(128)	128	-	-



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34 Tax

Tax expense

(a) Amounts recognised in Statement of Profit and Loss

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Provision for Income tax for the period	276	282
Minimum alternate tax entitlement	(190)	(282)
Deferred tax expenses	277	(177)
Tax expense for the period	363	(177)

(b) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit before tax	1,535	1,264
Tax using the Company's domestic tax rate (Current year 29.12%)	447	272
Tax effect of:		
80IAB benefit availment	(215)	(87)
Rate change impact due to closing DTL recognised @ 29.12% (34.94% to 29.12%)	(113)	-
Permanent difference impact on prior year Power WDV	222	-
Permanent differences	22	(363)
Income tax expense	363	(177)

(c) The major components of deferred tax assets arising on account of timing differences are as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Deferred tax assets:		
Minimum alternate tax (MAT) credit receivable	822	632
On difference between lease liability and leased asset	1	-
ICDS interest	4	-
Provision for Employee benefits	0	0
	827	632
Deferred tax liabilities:		
On straight lining of lease rental income	(7)	(3)
On book WDV and income tax WDV	(941)	(671)
On amortisation of brokerage expenses	(12)	-
On amortisation of processing fees	(2)	(6)
	(962)	(680)
Net deferred tax liability	(135)	(48)



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34 Tax expense (Continued)

(d) Movement in deferred tax balances

Deferred tax asset/(liabilities)	Net Balance 1 April 2019	Recognised in profit or loss	Recognised in OCI	MAT credit entitlement	31 March 2020		
					Net	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities)							
Depreciation on IP & PPE	(671)	(270)	-	-	(941)	-	(941)
On difference between lease liabilities and lease asset	-	1	-	-	1	1	-
Brokerage Expenses	-	(12)	-	-	(12)	-	(12)
Unbilled revenue	(3)	(4)	-	-	(7)	-	(7)
Processing fees	(6)	4	-	-	(2)	-	(2)
Provision for Employee benefits	0	0	-	-	0	0	-
ICDS interest	-	4	-	-	4	4	-
MAT credit receivable	632	-	-	190	822	322	-
Net tax assets (liabilities)	(48)	(277)	-	190	(135)	827	(962)

(f) Movement in deferred tax balances

Deferred tax asset/(liabilities)	Net Balance 1 April 2018	Recognised in profit or loss	Recognised in OCI	MAT credit entitlement	31 March 2019		
					Net	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities)							
Depreciation on IP & PPE	(856)	185	-	-	(671)	-	(671)
Unbilled revenue	-	(3)	-	-	(3)	-	(3)
Provision for Employee benefits	(0)	0	-	-	0	0	-
Processing fees	-	(6)	-	-	(6)	-	(6)
MAT credit receivable	350	-	-	282	632	632	-
Net tax assets (liabilities)	(506)	176	-	282	(48)	632	(680)



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35 Offsetting financial assets and financial liabilities

The following table presents the recognised financial instruments that are offset or subject to enforceable master netting arrangements and other similar agreements but not offset, as at 31 March 2020. The column 'net amount' shows the impact on the Company's balance sheet if all set-off rights were exercised.

31 March 2020			
Financial assets	Amount presented in Balance Sheet	Financial instrument collateral	Net amount
Cash and cash equivalents	66	(49)	17
Other bank balance	127	(127)	-
Bank deposits other than above	-	-	-
Total	193	(178)	17
Financial liabilities			
Borrowings	14,710	(178)	14,532
Total	14,710	(178)	14,532

31 March 2019			
Financial assets	Amount presented in Balance Sheet	Financial instrument collateral	Net amount
Cash and cash equivalents	49	(37)	12
Bank deposits other than above	105	(105)	-
Total	154	(142)	12
Financial liabilities			
Borrowings	12,824	(142)	12,682
Total	12,824	(142)	12,682

Collateral against borrowings

The Company has pledged financial instruments as collateral against its borrowings. Refer to note 17 for further information on financial and non-financial collateral pledged as security against borrowings.



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35 Related party disclosure

(A) Related party and their relationship:

Sr No	Category of related parties	Names
1	Shareholders*	Genext Hardware & Parks Private Limited Ivory Properties And Hotels Private Limited Cape Trading LLP Anbee Constructions LLP
2	Key Management Personnel	Neel C. Raheja Ravi C. Raheja Vinod N. Rohira Siddhartha Gupta Venkat Narsimha Reddy Ettireddy (TSIIC) Preeti Chheda Vishal Kumar Masand (resigned from 14 March 2019) Yasin E. Virani (resigned from 15 March 2019)
3	Others	Chalet Hotels Limited Intime Properties Limited K. Raheja IT Park (Hyderabad) Limited K. Raheja Corporate Services Private Limited MindSpace Business Parks Private Limited Newfound Properties And Leasing Private Limited K Raheja Foundation

(B) Transaction with related parties during the year:

The nature and volume of transactions of the Company with the above related parties were as follows:

Sl. No.	Particulars of transactions with related parties	For the year ended 31 March 2020	For the year ended 31 March 2019
1.	Transactions during the period		
1	Loans given		
	Newfound Properties And Leasing Private Limited	6,620	6,516
2	Loans repaid		
	Newfound Properties And Leasing Private Limited	5,879	5,808
	MindSpace Business Parks Private Limited	1,300	-
3	Loans taken		
	MindSpace Business Parks Private Limited	1,300	-
4	Property maintenance expense		
	Newfound Properties And Leasing Private Limited	107	97
5	Project Management Services / Business support services expense		
	K. Raheja Corporate Services Private Limited	303	298
6	Interest Expense		
	K. Raheja Corporate Services Private Limited	1	0
	MindSpace Business Parks Private Limited	3	-
7	Interest income		
	Newfound Properties And Leasing Private Limited	584	613
8	Rent income		
	Intime Properties Limited	1	1
	K. Raheja IT Park (Hyderabad) Private Limited	0	0
9	Rent expense		
	Genext Hardware & Parks Private Limited	8	8



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Sl. No.	Particulars of transactions with related parties	For the year ended 31 March 2020	For the year ended 31 March 2019
10	Royalty charges		
	Cape Trading LLP	1	-
	Anbee Constructions LLP	1	-
11	Donations paid		
	K Raheja Foundation	-	0
12	Other Expenses		
	Chalet Hotels Ltd	0	0
13	Reimbursement of expenses (net of GST)		
	Chalet Hotels Ltd	27	-
14	Sale of assets		
	Mindspace Business Parks Private Limited	-	5
15	Purchase of Material		
	Chalet Hotels Ltd	1	-
16	Security Deposit received		
	Chalet Hotels Ltd	44	-
17	Directors' sitting fees		
	Neel C. Raheja	0	0
	Ravi C. Raheja	0	0
	Vinod N. Rohira	0	0
	Vishal Kumar Masand	-	0
	Yasin E. Virani	-	0
	Preeti Chheda	0	0
	Venkat Narsimha Reddy Ettireddy (TSHC)	0	0

(C)	Balances with related parties :	As at 31 March 2020	As at 31 March 2019
1	Trade Payables		
	K. Raheja Corporate Services Private Limited	48	22
	Newfound Properties And Leasing Private Limited	7	19
	Intime Properties Limited	2	2
	Chalet Hotels Limited	1	0
	Neel C. Raheja	0	-
	Ravi C. Raheja	0	-
	Vinod N. Rohira	0	-
	Preeti Chheda	0	-
	Venkat Narsimha Reddy Ettireddy (TSHC)	0	-
	Genext Hardware & Parks Private Limited	2	-
2	Loans		
	Newfound Properties And Leasing Private Limited	6,711	5,969
3	Other Receivables		
	Intime Properties Limited	0	-
	K. Raheja IT Park (Hyderabad) Limited	0	-
4	Advance to vendors		
	Chalet Hotels Limited	0	0
5	Other Receivables		
	Chalet Hotels Limited	31	-
6	Security Deposit		
	Chalet Hotels Limited	44	-
7	Interest receivable		
	Newfound Properties And Leasing Private Limited	526	552
8	Interest Payable		
	Mindspace Business Parks Private Limited	2	-
	K. Raheja Corporate Services Private Limited	1	-

* Considering that the control of the Company is collectively with all the equity share holders, the related party condition under the Accounting Standards is applicable to the Company and accordingly disclosures are made. However, considering the materiality of certain inter-company transactions with K. Raheja Group companies (although not with any related party as per accounting standards, as aforesaid), additional disclosures of such inter-company transactions have also been made.

- (D) **Non-Cash Transactions**
 Guarantee given by K. Raheja Corp Private Limited to APIC on behalf of K. Raheja IT Park (Hyderabad) Limited
 Corporate Guarantee given by K. Raheja corp Private Limited to IOB for issuing LC of Rs 16.
 Mindspace pocharam Land, Building and Counter indemnity given by Mindspace Business Parks Private Limited for LC of Rs. 3



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial statements for the year ended 31 March 2020 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

36 Capital commitment and contingencies

	As at 31 March 2020	As at 31 March 2019
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	872	1,298
Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services.	0	0
Demand for Non Payment of service tax on renting of fitouts and equipments	1	1
Demand for Non Payment of service tax on renting of fitouts and equipments	0	0

Demand for Non Payment of service tax on renting of fitouts and equipments Rs.2 and Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services Rs.0. The Company has filed an appeals with CESTAT and matter is pending.

Future Cash outflow in respect of above, if any, is determinable only on receipt of judgement / decisions pending with relevant authorities.

37 Corporate social responsibility

	For the year ended 31 March 2020	For the year ended 31 March 2019
A. Gross amount required to be spent by the Company during the year ended 31 March 2020, as per section 135 of Companies Act, 2013 read with schedule VII	19	13
B. Amount spent during the year on	-	-
i. Construction / acquisition of any assets	-	-
ii. On purposes other than (i) above	12	9

38 Dividends

The Board of Directors, in its meeting on 14 June, 2019 proposed a final dividend of Rs 10/- per equity share for the financial year ended 31 March 2019 which was approved by the shareholders of the Company at the Annual General Meeting held on 06 September 2019. The Proposed dividend of Rs 340 millions along with dividend distribution tax of Rs 58 millions has paid during the year.

39 Title litigation and irregularities

The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Atapur ("Tribunal") had, by letter dated 27 August 2009, sought information from the Company under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("APLRAC") in respect of the entire land parcel at Mindspace Madhapur.

The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated 5 September 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the letter dated 27 August 2009. The Company had filed a detailed response on 30 September 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to K Raheja IT Park Hyderabad Limited (KRIT) which was a joint venture company with Andhra Pradesh Industrial Infrastructure Corporation Limited, (b) the land was vested in the Company by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not "land" covered under the APLRAC. The Tribunal issued a final notice to the Company in January 2012 requesting to submit a declaration for full and correct particulars of the lands held. The matter is currently pending before the Tribunal.

40 Disclosure under Section 186 of the Act

The operations of the Company are classified as "infrastructure facilities" as defined under Section 186 read with Schedule VI to the Act. Accordingly, the disclosure requirements specified in sub-section 4 of Section 186 of the Act in respect of loans given or guarantee given or security provided are not applicable to the Company.

41 Change in estimates

The Company has revised the useful life of buildings forming part of its Investment Property from 60 years to 75 years with effect from 1 April 2019 based on an internal assessment supported by a technical evaluation conducted by an independent external structural engineer and an architect. The Company has also revised the estimated useful life of Plant & Machinery, Electrical installation and Infrastructure & Development from 10 years to 15 years.

The effect of these changes in the accounting estimate as mentioned above, has been provided prospectively in the current financial statements as per IND AS 8 on "Accounting policies, Changes in Accounting Estimates and Errors" Consequently, depreciation charge for the year ended 31 March 2020 is lower by Rs. 192. This change would also impact the depreciation expenses for the future periods



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial statements for the year ended 31 March 2020 (Continued)

42 Assessment of possible impact resulting from Covid-19

The coronavirus (Covid-19) outbreak has impacted businesses globally in various forms and magnitude. In India as well, the emergency measures, in form of lock-down, imposed by central and state governments to contain the spread of Covid-19 have led to disruption of businesses and economic activity.

The Management is closely monitoring the impact of coronavirus pandemic on all aspects of its investments and operations, including its liquidity position, recoverability carrying values of its trade receivables, business and other advances, inventory, property, plant and equipment, investment property (including under construction properties) and loans given as at balance sheet date. The Management has assessed this impact and future uncertainties resulting from Covid-19 based on the information available till the date of approval of these financial statements, including discussions with various stakeholders, views from experts and industry participants, forecasts by various agencies and organisations, market estimates, etc. The Management has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of its assets as reflected in the balance sheet as at 31 March 2020 will be recovered. The actual impact of Covid-19 on the business operations may, however, differ from that assessed by the Management as at the date of approval of these financial statements. Due to the evolving nature of the pandemic and its response by various government authorities, the Management will continue to monitor developments to identify significant uncertainties in future periods that may have an impact on the operations.

43 Note: "0" represents value less than Rs. 0.5 million

44 Previous years comparatives

Previous year figures are regrouped wherever necessary to correspond with the current year classification / disclosure.

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883


Raj Raha
Director
DIN : 00028044



Preeti Naveen Chheda
Director
DIN : 08066703


Venna Narayana Reddy
Chief Executive Officer


Swetha Jujjavarapu
Chief financial officer


Nidhi Biren Bhatt
Company Secretary

Place : Mumbai
Date: ---

17 JUN 2020



INDEPENDENT AUDITOR'S REPORT

To The Members of Sundew Properties Limited Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Sundew Properties Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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

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

- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and accounting to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

ANJUM QAZI
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by ANJUM QAZI
Date: 2021.05.12
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Anjum A. Qazi
(Partner)

(Membership No. 104968)
(UDIN: 21104968AAAACR3647)

Place: Mumbai

Date: 12 May 2021

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of Sundew Properties Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

ANJUM
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by ANJUM QAZI
Date: 2021.05.12
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Anjum A. Qazi
(Partner)
(Membership No. 104968)
(UDIN: 21104968AAAACR3647)

Place: Mumbai

Date: 12 May 2021

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

- (i) In respect of Company's Property, plant and equipment and Investment properties:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and investment property.
 - (b) The Company has a program of verification of property, plant and equipment and investment property to cover all the items in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property plant and equipment and investment property were physically verified by the Management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) In respect of immovable property of freehold land and building, we were unable to physically verify the Original Demerger Sale deed which constitutes original title deeds as per the legal opinion obtained by the Company, since the same is in possession of Security trustee for loan availed. However, on the basis of verification of the Management certified true copy of the Demerger Sale deed, we are of the opinion that the freehold land and building is held in the name of the Company. Immovable properties of land and buildings whose title deeds have been pledged as security for loans taken, are held in the name of the Company based on the confirmations directly received by us from lenders.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, unsecured, to companies in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loans are, in our opinion, *prima facie*, not prejudicial to the Company's interest
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - (c) There is no overdue amount remaining outstanding as at the balance sheet date.
- (iv) The Company based on its internal assessment and basis legal advice have confirmed that the lending to the entities are covered under section 185 of the Act. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 in respect of grant of loans, providing guarantees and securities, as applicable. In our opinion and according to the information and explanations given to us, the provisions of Section 186 of the Act in respect of loans and guarantees given and security made are not applicable to the Company, since it is engaged in the business of providing infrastructural facilities. The Company has not made any investments during the year.

- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and does not have any unclaimed deposit. Hence reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for Construction business. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Goods and Services Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Goods and Services Tax, cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- (c) Details of dues of Service Tax, which have not been deposited as on March 31, 2021 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs. in millions)
The Finance Act 1994	Wrong availment of credit of service tax paid on input services.	Customs, Excise & Service Tax Appellate Tribunal	2011-12	0*
The Finance Act 1994	Service tax on renting of fit-outs and equipment.	Customs, Excise & Service Tax Appellate Tribunal	2010-11 & 2011-12	1

* "0" represents value less than Rs. 0.5 million

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to Banks. The Company has not issued any debentures and does not have any borrowings from Government.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purpose for which they were raised.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

Deloitte Haskins & Sells LLP

- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid any managerial remuneration as per section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

ANJUM
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by ANJUM QAZI
Date: 2021.05.12
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Anjum A. Qazi
(Partner)
(Membership No. 104968)
(UDIN: 21104968AAAACR3647)

Place: Mumbai
Date: 12 May 2021

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Balance sheet as at 31 March 2021

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Notes	As at	As at
		31 March 2021	31 March 2020
ASSETS			
Non-current assets			
Property, plant and equipment	4	388	408
Capital work-in-progress		22	22
Investment property	5	11,602	11,010
Investment property under construction	6	774	495
Financial assets			
(i) Other financial assets	7	713	127
(ii) Loans	8	985	-
Income tax assets (net)	9	253	443
Other assets	10	120	235
Total non-current assets		14,857	12,740
Current assets			
Inventories	11	5	5
Financial assets			
(i) Trade receivables	12	51	40
(ii) Cash and cash equivalents	13	125	66
(iii) Bank balances other than (ii) above	14	44	127
(iv) Loans	8	-	6,711
(v) Others financial assets	7	118	586
Other current assets	10	63	35
Total current assets		406	7,570
Total Assets		15,263	20,310
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	282	282
Other equity	16	3,145	2,913
Total equity		3,427	3,195
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	17	8,673	13,608
(ii) Other financial liabilities	18	528	462
Provisions	19	1	0
Deferred tax liabilities (net)	34	137	134
Other non-current liabilities	20	134	131
Total non-current liabilities		9,473	14,335
Current liabilities			
Financial liabilities			
(i) Borrowings	17	91	498
(ii) Trade payables			
(a) total outstanding dues of micro and small enterprises; and	21	7	12
(b) total outstanding dues of creditors other than micro and small enterprises	21	187	113
(iii) Other financial liabilities	18	2,008	2,081
Provisions	19	0	0
Other current liabilities	20	70	76
Total current liabilities		2,363	2,780
Total equity and liabilities		15,263	20,310

Significant accounting policies

3

Notes to the financial statements

1 to 44

See the accompanying notes form an integral part of these Ind AS financial statements.

In terms of our report of even date attached.

For Deloitte Haskins & Sells LLP

Chartered Accountants

ANJUM QAZI
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Date: 2021.05.12
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Anjum A. Qazi
Partner

For and on behalf of the Board of Directors

Sundew Properties Limited

CIN: U70102TG2006PLC050883

Vinod Nandlal Rohira
Digitally signed by Vinod Nandlal Rohira
Date: 2021.05.12
15:35:18 +05'30'

Vinod Rohira
Director
DIN : 00460667

Venna Narayana Reddy
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Venna Narayana Reddy
Chief Executive Officer

PREETI NAVEEN CHHEDA
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Preeti Naveen Chheda
Director
DIN : 08066703

Jujjavarapu Swetha
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Swetha Jujjavarapu
Chief financial officer

SAADIYA SEKAR NAIDU
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Saadiya Naidu
Company Secretary

Place : Mumbai
Date: 12 May 2021

Place : Mumbai
Date: 12 May 2021

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of profit and loss for the Year ended 31 March 2021

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Notes	Year ended	
		31 March 2021	31 March 2020
I Revenue from operations	22	3,452	2,993
II Other income	23	384	599
III Total income (I+II)		3,836	3,592
IV Expenses			
Employee benefits expense	24	6	12
Finance costs	25	931	1,132
Depreciation expense	26	299	247
Other expenses	27	594	666
Total expenses (IV)		1,830	2,057
V Profit before tax (III-IV)		2,006	1,535
VI Less: Tax expenses			
- Current tax		359	276
- Deferred tax expense		242	277
- MAT credit entitlement		(239)	(190)
VII Profit for the year (V-VI)		1,644	1,172
VIII Other comprehensive income			
(i) Items that will not be reclassified to Profit & Loss			
Remeasurements of defined benefit plans		0	0
(ii) Items that will be reclassified to Profit & Loss		(0)	0
		-	-
IX Total comprehensive income for the year (VII+VIII)		1,644	1,172
Basic and diluted earnings per share (Rs)	29	58	42
(Face value of Rs 10 each)			

See the accompanying notes form an integral part of these Ind AS financial statements.
In terms of our report of even date attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

ANJUM QAZI
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Date: 2021.05.12 20:34:08 +05'30'

Anjum A. Qazi
Partner

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883

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Vinod Rohira
Director
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Preeti Naveen Chheda
Director
DIN : 08066703

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Venna Narayana Reddy
Chief Executive Officer

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Swetha Jujjavarapu
Chief financial officer

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Saadiya Naidu
Company Secretary

Place : Mumbai
Date: 12 May 2021

Place : Mumbai
Date: 12 May 2021

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of changes in equity for the Year ended 31 March 2021

(All amounts are in Rs. Millions unless otherwise stated)

(A) Equity share capital

Particulars	Amount
Balance as at 1 April 2020	282
Changes in equity share capital during the year	-
Balance at 31 March 2021	282

(B) Other equity

Particulars	Reserves and surplus		Item of other comprehensive income	Total equity
	Securities premium	Retained earnings		
Balance at 1 April 2019	385	1,696	(0)	2,081
Profit for the year	-	1,172	-	1,172
Less: Appropriations	-	-	-	-
Dividend paid during the year	-	(282)	-	(282)
Tax on dividend	-	(58)	-	(58)
Other comprehensive income for the year	-	0	0	0
Balance at 1 April 2020	385	2,528	(0)	2,913
Profit for the year	-	1,644	-	1,644
Other comprehensive income for the year	-	-	(0)	(0)
Dividend paid during the year	-	(1,412)	-	(1,412)
Tax on dividend	-	-	-	-
Balance at 31 March 2021	385	2,760	(0)	3,145

See the accompanying notes form an integral part of these Ind AS financial statements.
In terms of our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

ANJUM QAZI Digitally signed
by ANJUM QAZI
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Anjum A. Qazi
Partner

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883

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Venna Narayana Reddy
Chief Executive Officer

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Swetha Jujjavarapu
Chief financial officer

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Saadiya Naidu
Company Secretary

Place : Mumbai
Date: 12 May 2021

Place : Mumbai
Date: 12 May 2021

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of cash flows for the Year ended 31 March 2021

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
A Cash flow from operating activities		
Profit before tax	2,006	1,535
<i>Adjustments for</i>		
Depreciation expense	299	247
Finance costs	931	1,132
Interest income	(311)	(594)
Other comprehensive income	(0)	0
Gain on redemption of mutual fund units	(1)	-
Liabilities no longer written back	(24)	(0)
Advances written off	0	0
Provision for Doubtful Debts (net)	2	1
Operating profit before working capital changes	2,902	2,321
Movement in working capital		
(Increase) / Decrease in inventories	(0)	1
(Increase) / Decrease in trade receivables	(13)	26
(Increase) in other financial assets and other assets	(630)	(37)
Increase in trade payables	69	1
Increase in Other financial liabilities, other liabilities and provisions	113	383
Cash generated from operations	2,441	2,695
Direct taxes paid (net of refund received)	(170)	(345)
Net cash flows generated from operating activities (A)	2,271	2,350
B Cash flow from investing activities		
Payments made for expenditure on Investment property under construction / Investment property *	(770)	(2,153)
Purchase of property, plant and equipment	(5)	(0)
Loans given to body corporates	(2,731)	(6,620)
Investment in mutual fund	(1,017)	-
Proceeds from redemption of investment in mutual fund	1,018	-
Proceeds on repayment of loans given	8,457	5,879
Interest received	837	620
Investments in fixed deposit (net)	(24)	(22)
Net cash flows generated from / (used in) investing activities (B)	5,765	(2,296)
C Cash flows from financing activities		
Repayment of non-current borrowings	(9,894)	(4,496)
Proceeds from non-current borrowings	4,620	5,870
Repayment of current borrowings	-	(1,300)
Proceeds from current borrowings	-	1,300
Finance costs paid	(880)	(1,231)
Lease liability	(4)	(3)
Dividend paid	(1,412)	(340)
Net cash (used in) financing activities (C)	(7,570)	(200)
D Net increase / (Decrease) in cash and cash equivalents (A+B+C)	466	(146)
E Cash and cash equivalents at the beginning of the year	13	(286)
F Cash and cash equivalents at the end of the year (D + E)	13	(432)

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Statement of cash flows for the Year ended 31 March 2021

(All amounts are in Rs. Millions unless otherwise stated)

Reconciliation of Cash and cash equivalents with the Balance Sheet

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
Notes		
1. Cash and cash equivalents		
Cash on hand	1	1
Balance with banks		
- in current accounts	14	16
Other Bank balances (Refer note - 13)	110	49
Less : Bank Overdraft (Refer note - 17)	(91)	(498)
	34	(432)

2. The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows.

*During the year ended 31 March 2021, a total amount of Rs 469 million has been transferred from investment property under construction to Finance Lease receivable pursuant to lease commencement of fit outs.

See the accompanying notes form an integral part of these Ind AS financial statements.

In terms of our report of even date attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

ANJUM QAZI Digitally signed
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Anjum A. Qazi
Partner

Place : Mumbai
Date: 12 May 2021

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883

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Vinod Rohira
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Preeti Naveen Chheda
Director
DIN : 08066703

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Venna Narayana Reddy
Chief Executive Officer

Place : Mumbai
Date: 12 May 2021

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Swetha Jujavarapu
Chief financial officer

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Date: 2021.05.12
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Saadiya Naidu
Company Secretary

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

1 **Company background**

Sundew Properties Limited ('Sundew' or 'the Company') was incorporated as a Private Limited company on 11 August 2006. The Company changed its status from Private Limited Company to Public Limited Company with effect from 23 November 2012.

The Company is engaged in Development and management of Real estate projects of integrated townships with high quality commercial segments such as Special Economic Zone (SEZ), Information Technology Parks and other commercial segments. During 2013-14, part of the area of the project has been de-notified into a Non-SEZ development.

In the year 2013, the Company had applied to erstwhile The Andhra Pradesh Electricity Regulatory Commission (APEREC) ("Department") for Deemed distribution licensee status to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad.

During the year ended 31 March 2016, the Department passed an order identifying the Company as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain prudent conditions. The Company has filed an application seeking modification of such conditions. The outcome of such application is awaited.

2 **Basis of preparation**

- a) These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

Details of the Company's Significant accounting policies are included in Note 3.

3 **Significant accounting policies**

a) **Functional and Presentation Currency**

These financial statements are presented in Indian Rupees, which is also the Company's functional currency and the currency of the primary economic environment in which the Company operates. All financial information presented in Indian Rupees has been rounded off to the nearest million except otherwise stated.

b) **Basis of measurement**

These financial statements are on the historical cost basis, except for the following:

- Certain financial assets and liabilities (refer accounting policy regarding financial instrument) measured at fair values;
- Net defined benefit (asset)/ liability less present value of defined obligations: Fair value of plan assets less present value of defined benefit plan.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

c) Use of estimates and judgements

The preparation of the financial statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes:

- * Estimation of lease term for revenue recognition
- * Estimation of useful life of property, plant and equipment and investment property
- * Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used and income taxes.
- * Impairment and Fair valuation of Investment Property, Investment property under development, Property, plant and equipment and Capital work-in-progress
- * Interest capitalised to investment property under construction

d) Current versus non-current classification

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

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

e) **Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

3.1 **Property, plant and equipment**

a) **Recognition and measurement**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Depreciation is charged when the assets are ready for their intended use. Purchase price or construction cost is defined as any consideration paid or fair value of any other consideration given to acquire the asset.

b) **Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

c) Depreciation

Depreciation is provided using straight line method as per the useful life of the assets estimated by the management. The estimated useful lives of the assets, which are different than those prescribed under Schedule II of the Act, are listed in the table below. Depreciation on addition of property, plant and equipment made during the period is provided on pro-rata basis from / to the date of such addition.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)	
	Power assets	Other assets
Right of use - Leasehold Solar Equipments	-	Lease term
Building *	75	-
Plant and machinery	15	15
Office equipment*	-	4
Computers	-	3
Furniture and fixture*	-	7

* For these classes of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Act.

(1) Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

(2) Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition.

(3) The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

d) De-recognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

e) Capital work in progress

Property, plant and equipment under construction is disclosed as capital work in progress which is carried at cost less any recognised impairment losses. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Advance paid and expenditure incurred on acquisition / construction of property, plant and equipment which are not ready for their intended use at each balance sheet date are disclosed under other non-current assets as advances on capital account and capital work-in-progress respectively.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

3.2 Investment property

(a) Recognition and measurement

Properties including land, building and other assets, which are held either for long-term rental yield or for capital appreciation or for both, and which are not occupied substantially by the Company are classified as investment property.

Investment properties are initially recognised at cost, including related transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirement of Ind AS 16's requirements for cost model i.e. Cost less depreciation less impairment losses, if any. Depreciation is charged when the investment property is ready for its intended use. Cost comprises of direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are allocated on a reasonable basis to the cost of the project. Plant and machinery, furniture and fixtures, office equipment and electrical equipments which are physically attached to the commercial buildings are considered as part of investment property. Acquisitions and disposals are accounted for at the date of completion.

(b) Subsequent expenditure

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

(c) Depreciation

Depreciation is provided using straight line method as per the useful life of the assets estimated by the management. The estimated useful lives of the assets, which are different than to those prescribed under Schedule II of the Act and listed in the table below. Depreciation on addition to investment property made during the period is provided on pro-rata basis from / to the date of such addition.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)
Buildings*	75/90
Infrastructure and development*	15
Plant and machinery	15
Furniture and fixtures*	7
Electrical installation*	15

* For these classes of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Act.

Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition.

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(d) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in the Note 5

(e) De-recognition

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss in the period in which the property is de-recognised.

(f) Investment properties under construction

Property that is being constructed for future use as investment property is accounted for as investment property under construction until assets are ready for their intended use.

Direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment properties under construction represent the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

Advance paid for construction of investment property which are not ready for their intended use at each balance sheet date are disclosed under other non-current assets as capital advance.

3.3

Impairment of assets

The Company assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognised in the Statement of Profit and Loss or against revaluation surplus, where applicable.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

3.4

Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

Capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the general borrowings.

Capitalisation of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. All other borrowing costs are recognised as an expense in the period in which they are incurred.

3.5

Inventories

(a) Measurement of inventory

Inventories comprise of building material, components and maintenance spares. The Company measures its inventories at the lower of cost and net realisable value.

(b) Cost of inventories

The cost of inventories of building materials and components and work in progress comprise all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

(c) Net realisable value

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

3.6

Revenue recognition

(a) Facility rentals

Revenue from property leased out under an operating lease is recognised over the lease term on a straight line basis, except where there is an uncertainty of ultimate collection.

(b) Maintenance services

Maintenance income is recognised over a period of time for services rendered to the customers.

(c) Finance Lease

For assets let out under finance lease, the Company recognises a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.

(d) Sale of surplus construction material and scrap

Revenue from sale of surplus construction material is recognised on transfer of risk and rewards of ownership which is generally on despatch of material.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

3.7 Interest Income

- (i) Interest income is recognised on time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.
- (ii) Interest on delayed payments are recognised, on time proportion basis, except when there is uncertainty of ultimate collection.

3.8 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognised in the Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income in which case, deferred tax are also recognised in other comprehensive income or directly in equity respectively.

a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.

b) Deferred tax

Deferred tax asset/liability is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset deferred tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle deferred tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

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c) Minimum Alternate Tax (MAT)

MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement under deferred tax assets. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

d) For operations carried out under tax holiday period (80IAB benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends. In the situations where one or more units of the Company are entitled to a tax holiday under the tax law, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned unit's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognised in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

3.9

Earnings per share (EPS):

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

3.10 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

3.11 Foreign currency transactions and translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the period-end and not covered by forward contracts, are translated at the period-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

3.12 Leases

As a Lessor

The Company enters into lease agreements as a lessor with respect to some of its investment properties. Leases for which the Company is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to reporting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

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As a Lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is Presented as a part of other financial liabilities in the balance sheet as Lease liability

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37 – ‘Provisions, Contingent Liabilities and Contingent Assets’. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset.

The Company applies Ind AS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 3.3.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “other expenses” in the Statement of Profit and Loss.

3.13 Financial instruments

1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognised when the Company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

2 Financial assets:

(a) Classification of financial assets:

- (i) The Company classifies its financial assets in the following measurement categories:
 - those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
 - those measured at amortised cost.
- (ii) The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Subsequent Measurement

(i) Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are subsequently measured at fair value through the Statement of Profit and Loss unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the Statement of Profit and Loss.

(ii) Equity instruments:

The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:

Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Investments in equity instruments at FVTOCI:

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments, but is transferred to retained earnings.

(c) Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(d) Derecognition of financial assets:

A financial asset is primarily derecognised when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) the Company has transferred its rights to receive cash flows from the asset; and
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVTOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognised in Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

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3 Financial liabilities and equity instruments

(a) Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instrument is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(c) Compound financial instruments

The component parts of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.

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(d) Financial Liabilities

Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Statement of Profit and Loss, or b) at amortised cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

The Company's financial liabilities include trade and other payables, loans and borrowings. Subsequent measurement of financial liabilities depends on their classification as fair value through the Statement of Profit and Loss or at amortised cost. All changes in fair value of financial liabilities classified as FVTPL are recognised in the Statement of Profit and Loss. Amortised cost category is applicable to loans and borrowings and trade and other payables. After initial recognition the financial liabilities are measured at amortised cost using the Effective Interest Rate method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognised amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

3.14 Cash and cash equivalents

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

3.15 Statement of Cash flow

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

For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

As per para 8 of Ind AS 7 – 'Statement of Cash Flows', "where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. Bank overdraft, in the Balance Sheet, is included as 'borrowings' under Financial Liabilities".

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3.16 Employee benefits plan

Disclosure pursuant to Ind AS – 19 ‘Employee benefits’

1 Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits such as salaries, wages, etc. and are recognised in the year in which the employee rendered the related services. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period.

2 Long term employee benefits:

(i) Defined Contribution Plans

Contributions to defined contribution schemes such as provident fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense. The above benefits are classified as defined contribution schemes as the Company has no further defined obligations beyond the monthly contributions.

(ii) Defined Benefit Plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company has determined the gratuity liability based calculated through actuarial valuation based on the number of years completed and last drawn basic salary as mentioned in the Payment of Gratuity Act, 1972. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The Company's gratuity benefit scheme is a defined benefit plan. In the current period, the Company has determined the gratuity liability based on actuarial valuation report based on the last drawn basic salary. the maximum liability per employee is restricted 20 lacs per current HR policy.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

(iii) Other long term employee benefits - Compensated absences

Benefits under compensated absences are accounted as other long-term employee benefits. The Company has determined the liability for compensated absences calculated through actuarial valuation which is determined on the basis of leave credited to employee's account and the last drawn salary. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurement is recognised in the Statement of Profit and Loss in the period in which they arise. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability.

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- 3.17 Subsequent events**
The Financial Statements are adjusted to reflect events that occur after the reporting date but before the Financial Statements are issued.
- 3.18 Errors and estimates**
The Company revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Financial Statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.
- 3.19 Dividend Distribution Policy**
Dividends paid (including income tax thereon) are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.
- 3.20 Segment Information**
An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that related to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments, operating results are reviewed by the Board of Directors, which has been considered as the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segment and assess their performance.

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

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4 Property, plant and equipment

Particulars	Power assets		Other Assets					Total
	Building	Plant and machinery	Plant and machinery	Computers	Office equipments	Furniture and fixtures	Right of use - Plant and Machinery	
Gross carrying amount as at 1 April 2019	160	399	7	0	0	1	-	567
Impact of adoption of Ind AS 116	-	-	-	-	-	-	52	52
Additions	-	-	0	0	-	-	-	0
Disposals / adjustment	-	-	0	0	-	-	-	0
Gross carrying amount as at 1 April 2020	160	399	7	0	0	1	52	619
Additions	-	-	5	0	-	-	-	5
Disposals / adjustment	-	-	-	-	-	-	-	-
Closing gross carrying amount as at 31 March 2021	160	399	12	0	0	1	52	624
Accumulated depreciation as at 1 April 2019	11	167	5	0	0	1	-	184
Depreciation charged during the year	2	19	0	0	0	0	5	26
Disposals / adjustment	-	-	-	-	-	-	-	-
Accumulated depreciation as at 1 April 2020	13	186	5	0	0	1	5	210
Depreciation charged during the year	2	19	0	0	0	0	5	26
Disposals / adjustment	-	-	-	-	-	-	-	-
Closing accumulated depreciation as at 31 March 2021	15	205	5	0	0	1	10	236
Net carrying amount as at 31 March 2021	145	194	7	0	0	0	42	388
Net carrying amount as at 31 March 2020	147	213	2	0	0	0	46	408

Notes:

1. In the year 2013, the Company had applied to The Andhra Pradesh Electricity Regulatory Commission (APERC) for obtaining the Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Telangana State Electricity Regulatory Commission (TSERC), the successor to APERC passed an order identifying the Company as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain conditions including the maintenance of debt equity ratio of 70:30 for power distribution business.

The Company has filed miscellaneous applications before TSERC seeking modification/clarification of its order under regulation 38 & 39 of TSERC (Conduct of business) Regulations 2015 read with Regulations 52(iv) and (v) of the APERC (Distribution License) Regulations, 2013. TSERC disposed off the application without giving any consideration to the modification/clarification application filed. The Company has filed a separate appeal to Appellate Tribunal of Electricity (APTEL). The matter was heard by APTEL on 2 May 2019 and the case was dismissed on 27 September 2019. The Company has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India. The Matter is pending before Hon'ble Supreme Court of India.

2. Depreciation amounting to Rs 0 (31 March 2020: Rs. 0) has been capitalised to investment property under construction, since this relates to the assets used exclusively for the project.

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5 Investment property

Particulars	Free hold Land	Building	Infrastructure and development	Plant and machinery*	Electrical installations*	Furniture and fixtures*	Total
Gross carrying amount as at 1 April 2019	29	7,062	1,194	997	294	29	9,605
Additions	-	2,879	39	221	-	-	3,139
Disposals / adjustment	-	-	-	-	-	-	-
Gross carrying amount as at 1 April 2020	29	9,941	1,233	1,218	294	29	12,744
Additions	-	511	-	362	-	-	873
Disposals / adjustment	-	-	-	8	-	-	8
Closing gross carrying amount as at 31 March 2021	29	10,452	1,233	1,572	294	29	13,609
Accumulated depreciation at 1 April 2019	-	445	491	430	125	22	1,513
Depreciation charged during the year	-	93	62	50	15	1	221
Disposals / adjustment	-	-	-	-	-	-	-
Accumulated depreciation at 1 April 2020	-	538	553	480	140	23	1,734
Depreciation charged during the year	-	122	64	72	15	0	273
Disposals / adjustment	-	-	-	0	-	-	0
Closing accumulated depreciation as at 31 March 2021	-	660	617	552	155	23	2,007
Net carrying amount as at 31 March 2021	29	9,792	616	1,020	139	6	11,602
Net carrying amount as at 31 March 2020	29	9,403	680	738	154	6	11,010

*Forming an integral part of Building

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(All amounts are in Rs. Millions unless otherwise stated)

- a) The Company has leased properties under non-cancellable operating leases in the capacity of a lessor. Refer note 30 for future minimum lease payments in respect of these properties till the expiry of lease term.
- b) Investment Property of the Company have been pledged as security against the Borrowings. (See note no .17 (a), (b),(c)) and Note 35 - Non-Cash transactions with the related parties
- c) **Measurement of fair values of investment property**

Fair value hierarchy:

The fair value of Company's investment property as at 31 March 2021 has been arrived on the basis of a valuation carried out by an external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Valuation technique:

The Company follows discounted cash flows technique (Income approach) which considers the present value of net cash flows to be generated from the property taking into account the expected rental growth rate, vacant period, occupancy rate, lease incentive costs such as rent free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

Investment property comprises commercial property that is leased to third parties. Each of the leases entered are normally for a period of 5 to 15 years. Subsequent renewals are negotiated with the lessee or as per the terms of initial agreement are automatically renewed. No contingent rents are charged.

The fair value measurement for all of the investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Fair value of the investment property

Particulars	As at 31 March 2021	As at 31 March 2020
Total	56,926	54,061

Fair value of investment property as on March 31, 2021 and March 31, 2020 includes fair value of Investment property under construction.

Other disclosures in relation to Investment Properties

Particulars	For the year 31 March 2021	For the year 31 March 2020
Rental Income	3,452	2,993
Direct operating expenses from investment property that generated rental income	508	620
Direct operating expenses from investment property that did not generate rental income	-	-

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	As at 31 March 2021	As at 31 March 2020
6 Investment property under construction		
at cost		
Material and contractual payments	4,189	2,671
Technical professional fees	140	107
Project support fees (technical)	486	443
Rates and taxes	158	158
Power and fuel expenses	21	14
Finance costs	199	188
Depreciation and amortisation	3	3
Other expenses	40	32
Less : Sale of surplus material	-	-
	<u>5,236</u>	<u>3,616</u>
Less: transfer to		
Investment property	4,012	3,139
Finance lease receivable	469	-
	<u>755</u>	<u>477</u>
Other inventories		
Building materials, components and maintenance spares	19	19
	<u>774</u>	<u>495</u>

Particulars	Material and contractual payments	Technical professional fees	Project support fees (technical)	Rates and taxes	Power and fuel expenses	Finance costs	Depreciation		Total
							Other expenses	Total	
At 1 April 2019									
Add: Additions	745	56	220	158	4	43	3	8	1,237
Less : Transfer	1,925	51	224	-	10	145	0	24	2,379
	<u>2,311</u>	<u>83</u>	<u>405</u>	<u>139</u>	<u>14</u>	<u>159</u>	<u>2</u>	<u>26</u>	<u>3,139</u>
At 1 April 2020									
Add : Additions	359	24	39	19	0	29	1	6	477
Less : Transfer to Investment property	1,518	33	43	-	7	11	0	8	1,620
Less : Transfer to Finance lease receivable	796	29	35	-	7	-	-	6	873
	<u>469</u>	<u>28</u>	<u>47</u>	<u>19</u>	<u>0</u>	<u>40</u>	<u>1</u>	<u>8</u>	<u>469</u>
At 31 March 2021	<u>612</u>	<u>28</u>	<u>47</u>	<u>19</u>	<u>0</u>	<u>40</u>	<u>1</u>	<u>8</u>	<u>755</u>

Sundew Properties Limited

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

7 Other financial assets (Unsecured, considered good)

Particulars	As at 31 March 2021		As at 31 March 2020	
	Non - Current	Current	Non - Current	Current
Finance lease receivable (refer note 30)	385	69	-	-
Unbilled revenue	119	13	27	24
Security Deposits	102	-	100	-
Interest receivable on loan given	-	0	-	526
Interest receivable on other / deposit	-	5	-	5
Fixed deposit with bank (Original maturity is more than 12 months) (refer note (i) below)	107	-	-	-
Other receivables	-	31	-	31
	713	118	127	586

(i) These fixed deposits as at 31 March 2021 includes margin money of Rs.105 (interest rate: 3.30% and maturity date: 29 December 2022) given as security under Debt Service Retention Account balance (DSRA) maintained with the Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

8 Loans

Particulars	As at 31 March 2021		As at 31 March 2020	
	Non - Current	Current	Non - Current	Current
<i>(Unsecured and considered good)</i>				
Loans to related parties	985	-	-	6,711
	985	-	-	6,711

Note: Loans and advances includes Rs.985 (31 March 2020: Rs. 6,711) due from private companies in which any director is a director or member. The loan carries interest rate of 10% per annum till 31 July 2020, 8.75% per annum from 01 August 2020 to 30 September 2020, 8.05% per annum from 01 October 2020 to 31 December 2020 and 7.55% from 01 January 2021 to 31 March 2021 (previous year 10%). The loans have been granted for meeting their business requirements. Details of which are set-out below:

Name of the Company	As at 31 March 2021	As at 31 March 2020
Newfound Properties and Leasing Private Limited	-	6,711
Gigaplex Estate Private Limited	195	-
Horizonview Properties Private Limited	790	-
	985	6,711

9 Non-current tax assets (net)

Particulars	As at 31 March 2021	As at 31 March 2020
Advance tax and tax deducted at source (Net of provision for tax Rs.1,265, 31 March 2020: Net of provision for tax Rs. 906)	253	443
	253	443

10 Other assets

Particulars	As at 31 March 2021		As at 31 March 2020	
	Non - Current	Current	Non - Current	Current
Mobilisation advances	7	-	164	-
Capital advances	8	-	30	-
Prepaid expenses	105	48	41	24
Advances to suppliers	-	6	-	5
Balance with government authorities	-	9	-	6
	120	63	235	35

11 Inventories (valued at lower of cost and net realisable value)

Particulars	As at 31 March 2021	As at 31 March 2020
Building material, components, maintenance spares & high speed diesel	5	5
	5	5

12 Trade receivables

Particulars	As at 31 March 2021	As at 31 March 2020
Considered good - Secured	-	-
Considered good - Unsecured	51	40
Credit impaired	2	1
	53	41
Less: Loss Allowance	(2)	(1)
	51	40

Trade receivables are generally based on terms as per contract/agreement. The Company is not materially exposed to credit risk and loss allowance related to trade and other receivables as receivables are generally backed by interest free security deposits from customers. Of the trade receivables balance as at 31 March 2021 of Rs. 6 (31 March 2020 of Rs. 25) is due from 5 largest customers. There are no other customers who represent more than 5% of the total balance of trade receivables

Ageing Analysis	As at 31 March 2021	As at 31 March 2020
Within Credit Period of 7 days	22	37
Past due - More than 8 days and upto 365 days	31	3
Past due - More than 365 days	0	1

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

13 Cash and cash equivalents

Particulars	As at 31 March 2021	As at 31 March 2020
Cash on hand	1	1
Balance with banks in current accounts	14	16
Fixed deposits with original maturity less than 3 months (refer below note (i) and (ii))	110	49
	125	66

14 Other bank balances

Particulars	As at 31 March 2021	As at 31 March 2020
Fixed deposits with original maturity for more than 3 months and less than 12 months (refer below notes (i) and (ii))	44	127
	44	127

(i) These fixed deposits as at 31 March 2021 includes margin money of Rs.24 (interest rate: 3.50% and maturity date: 14 June 2021 and 12 July 2021) given as security under Debt Service Retention Account balance (DSRA) maintained with the Standard Chartered Bank to support debt servicing.

(ii) These fixed deposits as at 31 March 2021 includes margin money of Rs.10 (interest rate: 3.50% and maturity date: 4 September 2021) given as security under Debt Service Retention Account balance (DSRA) maintained with the Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

15 Share capital

Particulars	As at 31 March 2021	As at 31 March 2020
Authorised capital		
28,200,000 (31 March 2020: 28,200,000) equity shares of Rs 10 each	282	282
	282	282
Issued, subscribed and fully paid-up		
28,170,650 (31 March 2020: 28,170,650) equity shares of Rs 10 each, fully paid-up	282	282
	282	282

(A) Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

Equity shares	As at 31 March 2021		As at 31 March 2020	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,81,70,650	282	2,81,70,650	282
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	2,81,70,650	282	2,81,70,650	282

(B) Rights, preferences and restrictions attached to equity shares:

Equity shares

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share and dividend proportionate to their shareholding. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of the Interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Refer note 28(b) with respect to Rights, preferences and restriction for one share holder.

(C) Particulars of shareholders holding more than 5% shares of a class of shares:

Equity shares of Rs 10 each, fully paid-up held by-	As at 31 March 2021		As at 31 March 2020	
	Number	Percentage	Number	Percentage
Mindspace Business Parks REIT	2,50,71,870	89.00%		
Andhra Pradesh Industrial Infrastructure Corporation Limited	30,98,775	11.00%	30,98,775	11.00%
Genext Hardware & Parks Private Limited	-	-	54,08,784	19.20%
BREP ASIA SG Pearl Holding (NQ) Pte. Ltd	-	-	42,10,592	14.95%
Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja*	-	-	28,07,214	9.97%
Casa Maria Properties LLP	-	-	16,47,096	5.85%
Raghukool Estate Development LLP	-	-	16,47,096	5.85%
Capstan Trading LLP	-	-	16,47,096	5.85%
Palm Shelter Estate Development LLP	-	-	16,47,096	5.85%
Anbee Constructions LLP	-	-	14,73,480	5.23%
Cape Trading LLP	-	-	14,73,480	5.23%
	2,81,70,645	100.00%	2,50,60,709	88.98%

Notes:

*2,807,214 held by the said registered owners for and on behalf of the beneficiaries of Ivory Property Trust, as per the declaration in Form No. MGT-4 dated 06 June 2016 received from Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja, declaration in Form No. MGT-5 dated 06 June 2016 received from the beneficiaries of Ivory Property Trust and e-form MGT-6 in this respect filed by the Company with the Registrar of Companies on 25 January 2017.

(D) Shares issued as bonus shares:

On 26 May 2016, the Company issued 270,438,240 equity shares of Rs 10 each as Bonus shares to the equity shareholders of the Company in the ratio of 24 bonus equity shares for every 1 equity share held in the Company.

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

16 Other equity

Particulars	Securities premium	Reserves and Surplus - Retained earnings	Total
Balance at 1 April 2019	385	1,696	2,081
Add : Profit for the year	-	1,172	1,172
Other comprehensive income for the year (net of Income tax)	-	0	0
Less: Appropriations			
Dividend paid	-	282	282
Tax on dividend	-	58	58
Balance at 1 April 2020	385	2,528	2,913
Add : Profit for the year	-	1,644	1,644
Other comprehensive income for the period (net of Income tax)	-	(0)	(0)
Less: Appropriations	-	-	-
Dividend paid	-	1,412	1,412
Tax on dividend	-	-	-
Balance as at 31 March 2021	385	2,760	3,145

Description of nature and purpose of reserves

(i) Securities premium

This reserve represents the premium received on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Retained earnings

Retained Earnings represents the surplus of the Statement of Profit and Loss and is available for distribution as Dividend to the shareholders and other purposes as per the provisions of The Companies Act, 2013.

17 Borrowings

Particulars	As at 31 March 2021			As at 31 March 2020		
	Long - term	Current portion	Short - term	Long - term	Current portion	Short - term
Term Loans						
From Banks (secured)						
(a) Bank of Baroda (refer note (a) below)	-	-	-	3,317	335	-
(b) The Hongkong and Shanghai Banking Corporation Limited (refer note (b) below)	4,209	264	-	4,473	224	-
(c) The Standard Chartered Bank (refer note (c) below)	324	7	-	5,818	45	-
Subtotal [A]	4,533	271	-	13,608	604	-
Overdraft from Bank						
(a) Overdraft from Bank of Baroda (refer note (a) below)	-	-	-	-	-	305
(b) Overdraft from The Hongkong and Shanghai Banking Corporation Limited (refer note (b) below)	-	-	91	-	-	142
(c) Overdraft from The Standard Chartered Bank (refer note (c) below)	-	-	-	-	-	51
Subtotal [B]	-	-	91	-	-	498
Loan from Parent (Unsecured)						
Minspace Business Parks REIT (refer note (d) below)	4,140	-	-	-	-	-
Subtotal [C]	4,140	-	-	-	-	-
Less : Current maturities of long term borrowing clubbed under "other financial liabilities" [D]	-	271	-	-	604	-
Total [A+B+C-D]	8,673	-	91	13,608	-	498

(a) Bank overdraft from Bank of Baroda is secured by an exclusive first charge on all the piece and parcel of land, bearing sub-plot no. 12-A admeasuring 16,281.97 sq mtrs together with building no. 12 A constructed thereon having built-up area of 8.50 lacs sq ft comprising of structures.

Bank overdraft from Bank of Baroda is secured by an exclusive first charge on all the piece and parcel of land, bearing sub-plot no. 12-B admeasuring 14,718 sq mtrs together with building no. 12 A constructed thereon. it has been paid in current year and charge is released.

(b) Bank overdraft from Standard chartered Bank is secured by an exclusive First and exclusive charge over the Designated Current Account opened/to be opened and maintained with the Lender wherein all the Receivables shall be deposited and over the OD Account opened/to be opened and maintained with the Lender and over the ISRA Amount to be created and maintained by the Borrower which shall be an amount equivalent to One (1) month's Interest on the outstanding Financial Assistance ("ISRA");

Movement of non-current borrowings

Particulars	As at 31 March 2021	As at 31 March 2020
Opening balance	14,212	12,824
Add: Drawdown made during the year	4,620	5,870
Less: Repayment during the year (Including Interest)	10,760	5,715
Add: Interest expense for the year	866	1,219
Less: Processing fees paid during the year	-	2
Add: Unwinding processing fees for the year	6	16
Closing Balance	8,944	14,212

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

Details of security and repayment terms:

- | Nature of securities | Terms of repayment |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a) - Term loan from Bank of Baroda is secured by way of charge on all the piece and parcel of land, bearing sub-plot no. 12-A admeasuring 16,281.97 sq mtrs together with building no. 12 A constructed thereon having leasable area of 8.50 lacs sq ft comprising of structures (both present and future) of SEZ property bearing Survey No. 64 (Part) being and situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy Dist., Hyderabad and also secured by a charge on demarcated portion of land admeasuring about 14,718 sq. mtrs. together with building no.12B and/ or structure standing thereon, having built up area of 6.60 lakh sqft bearing Survey No. 64 (part) situated at " Mindspace Cyberabad" Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad together with all plant and machinery attached to the earth or permanently fastened to the earth. (refer note no. 5) | Repayable in 120 monthly instalments on ballooning basis. The loan currently carries an interest rate of 9.20% per annum. The total loan is repaid in August 2020. |
| Hypothecation of rentals of building no. 12A and building no. 12B. Exclusive charge on Escrow account of Building no 12A and 12B. | |
| (b) - Term loan and Bank Overdraft from The Hongkong and Shanghai Banking Corporation Limited is secured by way of charge on all piece and parcel of land bearing sub plot no. 12C admeasuring 15,538.64 sq. mtrs (3.84 acres) together with the building no. 12C having built -up area of about 7.80 lacs sq. ft. constructed thereon excluding 10% area on the 1st and 2nd office levels at SEZ project comprising of 40.25 acres land, and further secured by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.12C bearing Survey no. 64 (part) situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad and also by a lien(including the right of set off) on the Deposit placed with HSBC from time to time, including any interest accrued thereon and any renewals thereof from time to time and further, secured by way of charge on all piece and parcel of land bearing sub plot no 11 admeasuring about 12,008.46 sq. mtrs (2.96 acres) (de-notified SEZ Portion) together with the building no. 11 having built-up area of about 5.80 lacs sq. ft. constructed thereon at SEZ project comprising of 40.25 acres land, and further by way of hypothecation of all present and future book debts, outstanding monies, receivables, claims due arising from Company's premises viz. building no.11 bearing Survey no. 64 (part) situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad. (refer note no. 5) | Repayable in 120 monthly instalments of varying amounts commencing from October 2018. The loan currently carries an interest rate of 7.20% per annum |
| (c) Terms Loans and Bank Overdraft from Standard Chartered Bank is secured by way of equitable mortgage through deposit of title deeds, over the piece and parcel of the demarcated portion of the land admeasuring about 14,456.45 sq mtrs (3.57 acres) together with the building thereon having leasable area admeasuring about 5.26 Lacs sq.ft.(Building No. 14) and on the land admeasuring about 20,451.58 sq mtrs (5.05 acres) together with the building thereon (Building No. 20) having leasable area admeasuring about 9.06 Lacs sq.ft.bearing Survey No. 64 (part) being and situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, First and exclusive charge by way of hypothecation over present and future receivables including the lease/rental income from the Mortgaged Properties (Receivables) | Repayable in 180 monthly instalments. The loan currently carries an interest rate of 7.09% per annum |
| During the year, the Company has pre-paid part of the term loan and due to that charge on Building no 14 has been released. (refer note no. 5) | |
| (d) Loan from parent (Rs.3,720 million) is repayable on May 2024. In case if parent defaults in performing its obligation as contemplated by agreement or unable to fund or cease to control 51% of either economic or voting interest, the loan is repayable with a notice of 30 days. | Bullet repayment of Rs.3,720 million is due on 17 May 2024. Interest rate was 7.55% per annum for the financial year ending 31 March 2021 in accordance with interest rate policy as adopted by Mindspace REIT. Company has option to repay the loan at anytime during the tenure. |
| Loan from parent (Rs.420 million) is repayable on December 2035 i.e. 15 years from the first drawdown. In case if parent defaults in performing its obligation as contemplated by agreement or unable to fund or cease to control 51% of either economic or voting interest, the loan is repayable with a notice of 30 days. | Bullet repayment of Rs.420 million is due on 17 December 2035. Interest rate was 7.55%-8.05% per annum for the financial year ending 31 March 2021 in accordance with interest rate policy as adopted by Mindspace REIT. Company has option to repay the loan at anytime during the tenure. |

18 Other financial liabilities

Particulars	As at 31 March 2021		As at 31 March 2020	
	Non - Current	Current	Non - Current	Current
Retention money payable				
-Due to Micro, Small and Medium Enterprises (including interest)	5	33	2	3
-Others	7	36	13	20
Security deposits	465	1,286	402	1,196
Interest accrued but not due on borrowings	11	20	-	30
Amount payable to customers	-	35	-	19
Lease liabilities	40	4	45	4
Current maturities of non-current borrowings (refer note no 17)	-	271	-	604
Capital creditors				
-Due to Micro, Small and Medium Enterprises (including interest)	-	187	-	75
-Others	-	136	-	130
	528	2,008	462	2,081

19 Provisions

Particulars	As at 31 March 2021		As at 31 March 2020	
	Non - Current	Current	Non - Current	Current
Provision for employee benefits				
Provision for gratuity	1	0	0	0
Provision for leave encashment	0	0	0	0
	1	0	0	0

20 Other liabilities

Particulars	As at 31 March 2021		As at 31 March 2020	
	Non - Current	Current	Non - Current	Current
Unearned rent	130	49	130	46
Advances received from customers	4	2	1	1
Statutory dues	-	19	-	29
	134	70	131	76

21 Trade payables

Particulars	As at 31 March 2021	As at 31 March 2020
	Micro and Small Enterprises (including interest)	7
Others	187	113
	194	125

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

Notes :-

(i) Trade payables are non-interest bearing and are settled in accordance with the contract terms with the vendors.

The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms

(ii) Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro and Small enterprises.

(iii) Amounts due to micro and small enterprises (MSMED) as at 31 March 2021 was Rs 216. The information regarding MSMED have been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 31 March 2021	As at 31 March 2020
Principal amount remaining unpaid to any supplier as at the year-end and Interest due thereon	232	91
Amount of interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED.	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year.	3	0
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above the actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED.	-	-

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

	Year ended 31 March 2021	Year ended 31 March 2020
22 Revenue from operations		
Sale of services		
- Facility rentals	2,892	2,414
- Maintenance services	541	578
Total (A)	<u>3,433</u>	<u>2,992</u>
Other operating income		
Sale of surplus construction material and scrap	-	0
Interest income from finance lease	18	1
Revenue from work contract services (Net)	1	-
Total (B)	<u>19</u>	<u>1</u>
Total (A+B)	<u><u>3,452</u></u>	<u><u>2,993</u></u>
23 Other income		
Interest income on		
- Fixed deposits with banks	10	10
- Electricity deposits	5	5
- loans to related parties	301	584
- Income tax refund	43	-
- Others	0	0
Gain on redemption of mutual fund units	1	-
Liabilities no longer written back	24	0
Miscellaneous income	0	0
	<u>384</u>	<u>599</u>
24 Employee benefits expense		
Salaries and wages	6	11
Contribution to provident and other funds (refer note 32)	0	1
Gratuity expenses (refer note 32)	0	0
Compensated absences	0	0
	<u>6</u>	<u>12</u>
25 Finance costs		
Interest expense on :		
- borrowings from banks	844	1,222
- loans from parent/related parties	23	4
- lease liability	5	5
- others	2	0
Interest on delayed payment of statutory dues	0	0
'Unwinding of interest expenses on security deposits	53	29
Other finance charges	15	17
	<u>942</u>	<u>1,277</u>
Less: Finance cost capitalised to investment properties under construction*	<u>(11)</u>	<u>(145)</u>
	<u><u>931</u></u>	<u><u>1,132</u></u>
* The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the Company's general borrowing during the year, in this case 8.30 %.		
26 Depreciation expense		
On property, plant and equipment	26	26
On investment property	273	221
	<u>299</u>	<u>247</u>
Less: depreciation cost transferred to investment properties under construction (refer note 6)	<u>(0)</u>	<u>(0)</u>
	<u><u>299</u></u>	<u><u>247</u></u>

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

27 Other expenses

	Year ended 31 March 2021	Year ended 31 March 2020
Repairs and maintenance:		
- Building	131	168
- Plant and machinery	71	84
- Electrical installation	6	10
- Others	5	6
Electricity, water and diesel charges	82	168
Property tax	79	59
Rates and taxes	7	1
Legal, professional and other fees	19	24
Communication costs	0	0
Travelling and conveyance	1	1
Payment to auditors' (refer note below)	3	3
Filing fees and stamping charges	1	0
Insurance	11	6
Bank charges and commission	2	0
Printing and stationery	0	0
Expenditure on corporate social responsibility (refer note 37)	49	12
Royalty	-	2
Brokerage and commission	26	38
Business promotion expenses/advertising expense	1	0
Project support fees (non-technical)	95	82
Advances written off	0	0
Provision for Doubtful Debts (net)	2	1
Foreign exchange fluctuation loss, net	-	0
Directors' sitting fees	1	1
Miscellaneous expenses	2	0
	594	666

Payment to auditors' (excluding goods and services tax)

As auditor:		
- Statutory audit fees	1	1
- Tax audit fees	0	0
- for other services	2	2
- for reimbursement of expenses	0	0
	3	3

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

28 Other Commitments :

Project commitments

- (a) In accordance with the Scheme of arrangement which was approved by Hon'ble Andhra Pradesh High Court on 23 March 2007, the Industrial Park II and III undertakings of K.Raheja IT Park (Hyderabad) Limited (*formerly known as K.Raheja IT Park (Hyderabad) Private Limited*) ("KRIT") have been demerged and vested in the Company with effect from the appointed date i.e. 01 September 2006.

The Company has acquired the land at Madhapur, Hyderabad as part of the demerger scheme from KRIT. The said land is in lieu of the employment opportunities to be generated by KRIT and others.

The liability, if any, arising due to the obligation to create the job opportunities for the entire larger land of which the above property is a part, continues to be retained by KRIT as at 31 March 2021

During the year ended 31 March 2016, Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") has returned the original Bank Guarantees to KRIT and also confirmed to the bank that TSIIC will not claim any amount from the bank under the Bank Guarantees and the bank is relieved of its obligation. Hence, no liability is recognised towards the price of the plot of land.

- (b) An unconditional obligation to pay amounts due to Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") in respect of APIIC's claims of losses due to any difference in values pertaining to sale transactions of the project undertaken by the Company. Losses incurred by the Government/TSIIC in its JV Company, if any, will be paid in full by K Raheja Corp Pvt Ltd and it has furnished to the Company in writing, agreeing and admitting liability to make such payment to Government/TSIIC.

The shareholding pattern of the Government/TSIIC in the JV Company and the Demerged company will not change as a result of conversion from Private to Public, the Government / TSIIC equity of 11% will remain the same in the Company and all the demerged companies and further in future, Government / TSIIC will not be asked to infuse further cash to maintain its 11% stake.

29 Earnings per share

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit for the year	1,644	1,172
Calculation of the weighted average number of shares:		
Number of shares at the beginning of the year and at the end of the year	2,81,70,650	2,81,70,650
Weighted average number of equity shares outstanding during the year	2,81,70,650	2,81,70,650
Basic and diluted earnings per share (Rs)	58	42
Face value per share (Rs)	10	10

30 Disclosure in respect of lease:

Impact on Lessor Accounting

Ind AS 116 does not change substantially how a lessor accounts for leases. Under Ind AS 116, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently.

- (a) *Finance lease:*

1 Brief description of the leasing arrangements

The Company's leasing arrangements represents the fit-out's or interior work completed for the customers which have been classified under "Finance leases". The lease terms are for tenure of 36 to 60 months, where substantially all the risks and rewards of ownership are transferred to the lessees. The Company records disposal of the property concerned and recognises the subsequent interest in the finance lease. No contingent rent is receivable.

2 Amounts receivable under finance leases

	As at 31 March 2021	As at 31 March 2020
Maturity analysis of finance lease payments		
Year 1	136	-
Year 2	136	-
Year 3	136	-
Year 4	136	-
Year 5	103	-
Onwards	-	-
Lease payments	-	-
Unguaranteed residual values	-	-
Gross investment in the lease	647	-
Less : unearned finance income	(193)	-
Present value of minimum lease payments receivable	454	-
Impairment losses	-	-
Net investment in the lease	454	-

The finance lease receivables at the end of the reporting period are neither past due nor impaired.

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(a) Operating lease:

Company as lessor:

The Company leases its investment property under non cancellable operating lease for a term of 36 months to 60 months. Initial direct costs incurred on these leasing transactions have been recognised in the Statement of profit and loss over the lease term. The lease arrangements with the customers have varied terms, escalation clauses and renewal rights. on renewal, the terms of the leases are re-negotiated. During the year, an amount of Rs. 2,740 (31 March 2020: Rs 2,409) lease income has been recognised in the Statement of Profit and Loss. The following are the disclosures of lease rent income in respect of non-cancellable operating leases during the year:

In the capacity as a lessor	As at 31 March 2021	As at 31 March 2020
Future minimum lease payments under non-cancellable operating leases		
Not later than one year	971	551
Later than one but not later than five years	2,504	537
Later than five years	-	-

Amount recognised in Statement of Profit and Loss

During the year property rentals of Rs 2,740 (31 March 2020 : Rs 2,409) have been included in revenue from operations (see note 22).

Company as lessee:

Operating lease - cancellable

The Company has taken solar plants on lease and the average lease term is 12 years.

The following are the restrictions or covenants imposed by lessor:

The Company shall not sell or create lien on the leased asset or part thereof.

Amounts recognised in Statement of Profit and Loss

	As at 31 March 2021	As at 31 March 2020
Depreciation expense on right-of-use assets	5	5
Interest expense on lease liabilities	5	5

The total cash outflow for leases amount to Rs. 8 (31 March 2020 Rs.8)

Maturity analysis of Lease liability

	As at 31 March 2021	As at 31 March 2020
Not later than 1 year	4	4
Later than 1 year and not later than 5 years	22	20
Later than 5 years	18	25

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31 Segment information

(I) Primary segment information

The primary reportable segment is business segments.

Business segment

The Company is engaged in business 'Development and management of Real estate and Power distribution which are determined based on the internal organisation and management structure of the Company, its system of internal financial reporting and the nature of its risks and its returns. The board of directors of the Company has been identified as Chief Operating Decision Maker (CODM). CODM evaluates the Company's performance, allocate resources based on analysis of various performance indicators of the Company as disclosed below two operating segments.

During the year, the shares of Company were acquired by Mindspace Business Park REIT ("Mindspace REIT"). The Company is now an Asset SPV of Mindspace REIT. Since the primary objective of Mindspace REIT is to hold and maintain completed and rent generating real estate assets, accordingly the business review carried out by the Chief Operating Decision Makers (CODM) has undergone a change. Therefore, in accordance with the requirements of Ind AS 108 – "Segment Reporting", the CODM now reviews the operating results as Real Estate and Power Segments to make decisions about resources to be allocated to the segments and assess its performance. Accordingly comparative figures have also been restated to conform with current year presentation as required by Ind AS 108.

a Real estate

Real estate comprises development of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial segments for the purpose of letting out to different customers. The Company has a project in Hyderabad for development of commercial park.

b Power distribution

The Company has a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad.(Refer Note no 4 (1)).

The Company has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India for obtaining the Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Matter is pending before Hon'ble Supreme Court of India. Hence the business line has not started operations.

Major customers:

There is one customer who contributes more than ten per cent of revenue from operations of the Company Rs. 496 (31 March 2020: Rs. 471).

Particulars	For the year ended 31 March 2021			Total
	Real estate	Power distribution	Unallocable	
Segment revenue	3,452	-	-	3,452
Segment result	2,666	(26)	(81)	2,559
Finance costs	(58)	-	(873)	(931)
Employee benefits expense	-	-	(6)	(6)
Interest income	307	-	53	360
Other income	24	-	-	24
Profit before tax	2,939	(26)	(907)	2,006
Tax	-	-	(362)	(362)
Profit after tax				1,644
Other information				
Segment assets	14,272	445	546	15,263
Segment liabilities	2,614	-	9,222	11,836
Capital expenditure	1,619	-	5	1,624
Depreciation	278	21	-	299

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31 Segment information (Continued)

Particulars	For the year ended 31 March 2020			Total
	Real estate development	Power distribution	Unallocable	
Segment revenue	2,993	-	-	2,993
Segment result	2,147	(29)	(38)	2,080
Finance costs	(34)	-	(1,098)	(1,132)
Employee benefits expense	-	-	(12)	(12)
Interest income	589	-	10	599
Other income	0	-	0	0
Profit before tax	2,702	(29)	(1,138)	1,535
Tax	-	-	(363)	(363)
Profit after tax				1,172
<u>Other information</u>				
Segment assets	19,199	467	644	20,310
Segment liabilities	2,211	-	14,904	17,115
Capital expenditure	2,379	-	-	2,379
Depreciation	226	21	-	247

(II) Secondary segment information

The Company's operations are based in India and therefore the Company has only one geographical segment - India.

(III) Segment accounting policies

Segment accounting policies are in line with accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- (i) Segment revenue includes income directly identifiable with the segments.
- (ii) Expenses that are directly identifiable with the segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments and expenses which relate to the operating activities of the segment but are impracticable to allocate to the segment, are included under "Unallocable expenses".
- (iii) Income which relates to the Company as a whole and not allocable to segments is included in Unallocable Income and netted off from Unallocable expenses.
- (iv) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

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32 Disclosure pursuant to Ind AS – 19 ‘Employee benefits’

a) Defined contribution plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Employer's Contribution to Provident Fund	0	1

b) Defined benefit plans

i. General description

Reconciliation of opening and closing balances of Defined Benefit Obligation

Particulars	Gratuity (Unfunded)	
	For the year ended 31 March 2021	For the year ended 31 March 2020
Defined Benefit Obligation at beginning of the year	0	0
Interest cost	0	0
Current service cost	0	0
Actuarial gain on obligations	(0)	0
Benefit paid	-	-
Defined Benefit Obligation at the end of the year	1	0

Fair value of Plan Assets

The Company does not have any plan assets and consequently, disclosures related to the plan assets have not been given.

Particulars	Gratuity (Unfunded)	
	For the year ended 31 March 2021	For the year ended 31 March 2020
Expenses recognised during the year in Statement of Profit and Loss		
Current service cost	0	0
Interest Cost	0	0
Return on Plan Asset	-	-
Net Cost	0	0

Actuarial Assumptions	Gratuity (Unfunded)	
	For the year ended 31 March 2021	For the year ended 31 March 2020
Discount Rate (per annum)	6.06%	5.76%
Expected rate of return on Plan Assets (per annum)	-	-
Rate of escalation in salary (per annum)	8.00%	8.00%
Rate of employee turn over	Service < 4 years 42.00%	Service < 4 years 59.00%
	Service >= 5 years 5%	Service >= 5 years 5%

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

c) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

Particulars	As at 31 March 2021		As at 31 March 2020	
	Decrease	Increase	Decrease	Increase
Change in discounting rate (effect of +/- 1.0%)	(0)	0	(0)	0
Change in rate of salary increase (effect of +/- 1.0%)	0	(0)	0	(0)
Change in rate of employee turnover (effect of +/- 1.0%)	(0)	0	(0)	0

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33 Financial instruments – Fair values and risk management

A Capital management

The Company's objectives when managing capital are:

- to ensure Company's ability to continue as a going concern.
- to provide adequate return to shareholders.

Management assesses the capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and risk characteristics of the underlying assets.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising Interest-bearing loans and borrowings and obligations under finance leases, less cash, cash equivalents and other bank balances. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at 31 March 2021 is as follows:

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Borrowings	9,035	14,710
Lease liability	44	49
Gross debt	9,079	14,759
Less : Cash and cash equivalents	125	66
Adjusted net debt	8,954	14,693
Total equity	3,427	3,195
Adjusted net debt to adjusted equity ratio	3	5

B Categories of financial instruments

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Particulars	Note No	Carrying Value	
		For the year ended 31 March 2021	For the year ended 31 March 2020
Financial assets at amortised cost*			
Trade receivables	12	51	40
Cash and cash equivalents	13	125	66
Other bank balances	14	44	127
Loans	8	985	6,711
Finance lease receivable	7	454	-
Unbilled revenue	7	132	51
Security Deposits	7	102	100
Interest receivable on loan given	7	0	526
Interest receivable on other / deposit	7	5	5
Deposits	7	107	-
Other receivables	7	31	31
		2,036	7,657
Financial liabilities at amortised cost*			
Borrowings	17/18	9,035	14,710
Security deposits	18	1,751	1,598
Trade payables	21	194	125
Retention money payable	18	81	37
Interest accrued but not due on borrowings	18	31	30
Creditors for capital goods	18	323	205
Lease liabilities	18	44	49
Amount payable to Customers	18	35	19
		11,494	16,773

* The Company considers that the carrying amounts of these financial instruments recognised in the financial statements approximates its fair values.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

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33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The carrying amounts of financial assets represent the maximum credit exposure.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has rented out premises since 2009 and none of these customers balances are credit-impaired at the reporting date. The Company obtains security deposits from customers, so that in the event of non payment, the Company is able to recover the dues. Further, historical trends indicate any shortfall between such deposits held by the Company and amounts due from customers have been negligible.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

Movement in the expected credit loss allowance	For the year ended 31 March 2021	For the year ended 31 March 2020
Balance at beginning of the year	1	-
Add: Provision made during the year	2	1
Less: Utilised during the year	(1)	-
Balance at the end of the year	2	1

Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks of Rs 125 and Rs 66 as at 31 March 2021 and 31 March 2020 respectively. The credit worthiness of the such banks is evaluated by management on an ongoing basis and is considered to be good.

Other than trade receivables, the Company has no other financial assets that are past due but not impaired.

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33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

ii Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained fund based working capital lines from various banks. Furthermore, the Company has access to funds from bank and others. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

As at 31 March 2021, the Company had working capital of Rs (1950). including cash and cash equivalents of Rs 125. As at 31 March 2020, the Company had working capital of Rs 4,790 including cash and cash equivalents of Rs 66.

Exposure to liquidity risk

The table below analyse the Company's financial liabilities into relevant maturing grouping based on their contractual maturities:

As at 31 March 2021	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	9,035	9,035	362	342	5,160	3,171
Estimated interest payments	-	3,173	369	347	1,741	716
Trade payables	194	194	194	-	-	-
Interest accrued but not due on borrowings	31	31	20	-	11	-
Creditors for capital goods	323	323	323	-	-	-
Retention money payable	81	81	69	12	-	-
Interest free security deposits from customers	1,751	1,946	1,290	47	532	77
Lease liabilities	44	44	4	5	17	18
Amount payable to customers	35	35	35	-	-	-
	11,494	14,862	2,666	753	7,461	3,982

As at 31 March 2020	Carrying amount	Total	Contractual cash flows			
			1 year or less	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Borrowings	14,710	14,711	1,102	743	3,199	9,667
Estimated interest payments		9,599	1,282	1,226	3,171	3,920
Trade payables	125	125	125	-	-	-
Interest accrued but not due on borrowings	30	30	30	-	-	-
Creditors for capital goods:	205	205	205	-	-	-
Retention money payable	37	37	24	13	-	-
Interest free security deposits from customers	1,598	1,778	1,198	116	371	93
Lease liabilities	49	49	4	4	15	26
Amount payable to customers	19	19	19	-	-	-
	16,773	26,553	3,989	2,102	6,756	13,706

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33 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management (Continued)

iii Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The Company does not hold any equity investments in listed entities. Hence, the Company is not exposed to any equity price risk.

Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters.

Un-hedged foreign currency exposure

The un-hedged foreign currency exposure as at 31 March 2021, for which the Company has not entered into forward contracts to hedge its risks associated with foreign currency fluctuation having underlying transaction are as follows:

Particulars	As at 31 March 2021		As at 31 March 2020	
	USD in Million	INR in Million	USD in Million	INR in Million
Trade Payable	-	-	0	3
Net exposure	-	-	0	3

Sensitivity analysis

The impact of sensitivity analysis due to change in exchange rate is not significant.

(a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to Fixed deposits and borrowings from banks.

Particulars	As at 31 March 2021	As at 31 March 2020
Fixed rate instruments		
Financial assets	-	6,711
Variable rate instruments		
Financial assets	985	-
Financial liabilities	9,035	14,710

Interest rate sensitivity - variable rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / decreased equity and profit or loss by amounts shown below. This analyses assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

INR 31 March 2021	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(90)	90	-	-
Cash flow sensitivity (net)	(90)	90	-	-

INR 31 March 2020	Profit or loss		Equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(147)	147	-	-
Cash flow sensitivity (net)	(147)	147	-	-

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34 Tax

Tax expense

(a) Amounts recognised in Statement of Profit and Loss

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Provision for Income tax for the period	359	276
Minimum alternate tax entitlement	(239)	(190)
Deferred tax expense	242	277
Tax expense for the period	362	363

(b) Reconciliation of effective tax rate

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Profit before tax	2,006	1,535
Tax using the Company's domestic tax rate (Current year 29.12%)	584	447
Tax effect of:		
80IAB benefit availment	(256)	(215)
Rate change impact due to closing DTL recognised @ 29.12% (34.94% to 29.12%)	-	(113)
Permanent difference impact on prior year Power WDV	-	222
Interest on late payment of TDS	0	-
CSR Expenses	14	-
Adjustment in MAT credit made in return of FY 2019-20	7	-
Other Permanent differences	13	22
Income tax expense	362	363

(c) The major components of deferred tax assets arising on account of timing differences are as follows:

Particulars	As at 31 March 2021	As at 31 March 2020
Deferred tax assets:		
Minimum alternate tax (MAT) credit receivable	1,061	822
On difference between lease liability and leased asset	1	1
ICDS interest	10	4
Provision for doubtful debts	1	-
Provision for Employee benefits	0	0
	1,073	827
Deferred tax liabilities:		
On straight lining of lease rental income	(39)	(7)
On book WDV and income tax WDV	(1,127)	(941)
On amortisation of brokerage expenses	(41)	(12)
On amortisation of processing fees	(0)	(2)
On Finance lease	(3)	-
	(1,210)	(962)
Net deferred tax liability	(137)	(135)

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34 Tax expense (Continued)

(d) Movement in deferred tax balances

Deferred tax asset/(liabilities)	Net Balance 1 April 2020	Recognised in profit or loss	Recognised in OCI	MAT credit entitlement	31 March 2021		
					Net	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities)							
Depreciation on IP &PPE	(941)	(186)	-	-	(1,127)	-	(1,127)
On difference between lease liabilities and lease asset	1	0	-	-	1	1	-
Brokerage Expenses	(12)	(29)	-	-	(41)	-	(41)
Unbilled revenue	(7)	(32)	-	-	(39)	-	(39)
Processing fees	(2)	2	-	-	(0)	-	(0)
Provision for Employee benefits	0	0	-	-	0	0	-
Provision for doubtful debts	-	1	-	-	1	1	-
ICDS interest	4	6	-	-	10	10	-
Finance lease	-	(3)	-	-	(3)	-	(3)
MAT credit receivable	822	-	-	239	1,061	1,061	-
Net tax assets (liabilities)	(135)	(242)	-	239	(137)	1,073	(1,210)

(f) Movement in deferred tax balances

Deferred tax asset/(liabilities)	Net Balance 1 April 2019	Recognised in profit or loss	Recognised in OCI	MAT credit entitlement	31 March 2020		
					Net	Deferred tax asset	Deferred tax liability
Deferred tax asset/ (liabilities)							
Depreciation on IP &PPE	(671)	(270)	-	-	(941)	-	(941)
On difference between lease liabilities and lease asset	-	1	-	-	1	1	-
Brokerage Expenses	-	(12)	-	-	(12)	-	(12)
Unbilled revenue	(3)	(4)	-	-	(7)	-	(7)
Processing fees	(6)	4	-	-	(2)	-	(2)
Provision for Employee benefits	-	-	-	-	0	0	-
ICDS interest	-	4	-	-	4	4	-
MAT credit receivable	632	-	-	190	822	822	-
Net tax assets (liabilities)	(48)	(277)	-	190	(135)	827	(962)

The Income Tax Act, 1961 ("Act") provides domestic companies an option to pay corporate income tax at 22% plus applicable surcharge and cess subject to fulfilment of certain conditions under Section 115BAA of the Act ("New Tax Regime"). For Financial statements drawn for the year ending 31 March 2020 and 31 March 2021, the company has not considered the tax rate as per the New Tax Regime and recognised current tax and deferred tax under the existing tax regime.

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34 Offsetting financial assets and financial liabilities

The following table presents the recognised financial instruments that are offset or subject to enforceable master netting arrangements and other similar agreements but not offset, as at 31 March 2021. The column 'net amount' shows the impact on the Company's balance sheet if all set-off rights were exercised.

31 March 2021			
Financial assets	Amount presented in Balance Sheet	Financial instrument collateral	Net amount
Cash and cash equivalents	125	-	125
Other bank balance	44	(44)	-
Bank deposits other than above	107	(105)	2
Total	276	(149)	127
Financial liabilities			
Borrowings	9,035	(149)	8,886
Total	9,035	(149)	8,886

31 March 2020			
Financial assets	Amount presented in Balance Sheet	Financial instrument collateral	Net amount
Cash and cash equivalents	66	(49)	17
Other bank balance	127	(127)	-
Bank deposits other than above	-	-	-
Total	193	(176)	17
Financial liabilities			
Borrowings	14,710	(176)	14,533
Total	14,710	(176)	14,533

Collateral against borrowings

The Company has pledged financial instruments as collateral against its borrowings. Refer to note 18 for further information on financial and non-financial collateral pledged as security against borrowings.

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35 Related party disclosures (Upto 30 July, 2020)

(A) Related party and their relationship:

Sr No	Category of related parties	Names
1	Shareholders	Genext Hardware & Parks Private Limited Ivory Properties And Hotels Private Limited Cape Trading LLP Anbee Constructions LLP
2	Key Management Personnel	Mr. Neel Raheja Mr. Ravi Raheja Mr. Vinod Rohira Mr. Siddhartha Gupta Ms. Preeti Chheda Mr. Venkat Narsimha Reddy Ettireddy Ms. Swetha Jujjavarapu (CFO) Mr. Venna Narayana Reddy (CEO) Ms. Nidhi Biren Bhatt (CS)
3	Others*	Chalet Hotels Limited Intime Properties Limited K. Raheja IT Park (Hyderabad) Limited K.Raheja Corporate Services Private Limited Mindspace Business Parks Private Limited Newfound Properties And Leasing Private Limited Gigaplex Estate Private Limited Horizonview Properties Private Limited Shoppers Stop Ltd

(B) Transaction with related parties during the period:

The nature and volume of transactions of the Company with the above related parties were as follows:

Sl. No.	Particulars of transactions with related parties	For the period ended 31 July 2020
I.	Transactions during the period	
1	Loans given	
	Newfound Properties And Leasing Private Limited	1,506
	Gigaplex Estate Private Limited	195
	Horizonview Properties Private Limited	1,030
2	Loans repaid	
	Newfound Properties And Leasing Private Limited	2,271
3	Property maintenance expense	
	Newfound Properties And Leasing Private Limited [Debited to Statement of P&L]	28
	Newfound Properties And Leasing Private Limited [Prepaid in Balance Sheet]	3
4	Project Management Services / Business support services expense	
	K.Raheja Corporate Services Private Limited	70

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Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

Sl. No. Particulars of transactions with related parties	For the period ended 31 July 2020
5 Interest income	
Newfound Properties And Leasing Private Limited	220
Gigaplex Estate Private Limited	0
Horizonview Properties Private Limited	6
6 Rent income	
Intime Properties Limited	0
K. Raheja IT Park (Hyderabad) Limited	0
7 Rent expense	
Genext Hardware & Parks Private Limited	3
8 Other Expenses	
Shoppers Stop Ltd	0
9 Directors' sitting fees	
Neel C.Raheja	0
Ravi C.Raheja	0
Vinod N. Rohira	0
Preeti Chheda	0
Venkat Narsimha Reddy Ettireddy (TSIIC)	0

* Considering that the control of the Company is collectively with all the equity share holders, the related party condition under the Accounting Standards is applicable to the Company and accordingly disclosures are made. However, considering the materiality of certain inter-company transactions with K. Raheja Group companies (although not with any related party as per accounting standards, as aforesaid), additional disclosures of such inter-company transactions have also been made.

The Company has entered into agreement with Chalet Hotels Ltd for leasing the Hotel Buildig having chargeable are approximately 1,27,398 sqft in consideration of Lease rent for period of 33 years.The Company has given option to Chalet Hotels Ltd of further subsequent renewal of 33 years.

(C) Non-Cash Transactions

Guarantee given by K. Raheja Corp Private Limited to APIIC on behalf of K. Raheja IT Park (Hyderabad) Limited

Corporate Gurantee given by K. Raheja corp Private Limited to IOB for issuing LC of Rs 16.

Security and Counter indemnity given by Mindspace Business Parks Private Limited for LC of Rs. 4.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

35 Related party disclosure (from 01st August, 2020)

(A) Related party and their relationship:

Sr No	Category of related parties	Names
1	Parent [w.e.f. 30.07.2020]	Mindspace Business Parks REIT
2	Fellow Subsidiary [w.e.f. 30.07.2020]	K Raheja IT Park (Hyderabad) Limited Avacado Properties & Trading (India) Private Limited Mindspace Business Parks Private Limited Intime Properties Limited Gigaplex Estate Private Limited Horizonview Properties Private Limited KRC Infrastructure and Projects Private Limited
3	Key Management Personnel	Mr. Ravi Raheja Mr. Neel Raheja Mr. Vinod Rohira Ms. Preeti Chheda Mr. Venkat Narsimha Reddy Ettireddy Ms. Swetha Jujjavarapu (CFO) Mr. Venna Narayana Reddy (CEO) Ms. Nidhi Biren Bhatt (CS) (upto 11.11.2020) Ms. Saadiya Naidu (CS) (from 12.11.2020)
4	Entity providing KMP services [w.e.f. 30.07.2020]	K Raheja Corp Investment Managers LLP
5	Entities controlled/jointly controlled by Key Managerial Personnel	Brookfields Agro & Development Pvt. Ltd. Cavalcade Properties Pvt. Ltd. Grange Hotels and Properties Pvt. Ltd. Immense Properties Pvt. Ltd. Novel Properties Pvt. Ltd. Pact Real Estate Pvt. Ltd. Paradigm Logistics & Distribution Pvt. Ltd. Sustain Properties Pvt. Ltd. Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Pvt. Ltd. Asterope Properties Private Limited Immense Properties Pvt. Ltd. Content Properties Private Limited Grandwell Properties and Leasing Private Limited Sundew Real Estate Pvt. Ltd.

(B) Transaction with related parties during the period:

The nature and volume of transactions of the Company with the above related parties were as follows:

Sl. No.	Particulars of transactions with related parties	For the period Aug 20 to Mar 2021
I.	Transactions during the period	
	1 Loans given	
	Gigaplex Estate Private Limited	-
	Horizonview Properties Private Limited	-
	2 Loans repaid by	
	Gigaplex Estate Private Limited	-
	Horizonview Properties Private Limited	240
	3 Loans taken	
	Mindspace Business Parks REIT	4,620

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

Sl. No. Particulars of transactions with related parties	For the period Aug 20 to Mar 2021
4 Loans repaid	
Minspace Business Parks REIT	480
5 Project Management Services / Business support services expense	
K Raheja Corp Investment Managers LLP	62
6 Interest income	
Gigaplex Estate Private Limited	10
Horizonview Properties Private Limited	55
7 Interest expenses	
Minspace Business Parks REIT	23
8 Dividend paid	
Minspace Business Parks REIT	1,257
9 Miscellaneous income	
Minspace Business Parks REIT	0
10 Property maintenance expense	
KRC Infrastructure & Projects Private Limited	48
11 Rent income	
Intime Properties Limited	0
K. Raheja IT Park (Hyderabad) Limited	0
12 Directors' sitting fees	
Neel C.Raheja	0
Ravi C.Raheja	0
Vinod N. Rohira	0
Preeti Chheda	0
Venkat Narsimha Reddy Ettireddy (TSIIC)	0

(C)

Balances with related parties :	As at 31 March 2021
1 Trade Payables	
K Raheja Corp Investment Managers LLP	9
Intime Properties Limited	2
KRC Infrastructure & Projects Private Limited	-
Neel C.Raheja	0
Ravi C.Raheja	0
Vinod N. Rohira	0
Preeti Chheda	0
Venkat Narsimha Reddy Ettireddy (TSIIC)	0
2 Other receivables	
Minspace Business Parks REIT	0
3 Loan receivable	
Gigaplex Estate Private Limited	195
Horizonview Properties Private Limited	790
4 Loan payable	
Minspace Business Parks REIT	4,140
5 Interest payable	
Minspace Business Parks REIT	11
6 Interest receivable	
Gigaplex Estate Private Limited	-
Horizonview Properties Private Limited	-

(D) Non-Cash Transactions

Security and Corporate guarantee extended to Parent for Debentures issued by Parent (Refer note 5 (b)):
Minspace Business Parks REIT

3,750

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

35 Related party disclosures (Upto 31 March, 2020)

(A) Related party and their relationship:

Sr No	Category of related parties	Names
1	Shareholders*	Genext Hardware & Parks Private Limited Ivory Properties And Hotels Private Limited Cape Trading LLP Anbee Constructions LLP
2	Key Management Personnel	Neel C.Raheja Ravi C.Raheja Vinod N. Rohira Siddhartha Gupta Venkat Narsimha Reddy Ettireddy (TSIIC) Preeti Chheda Vishal Kumar Masand (resigned from 14 March 2019) Yasin E. Virani (resigned from 15 March 2019)
3	Others	Chalet Hotels Limited Intime Properties Limited K. Raheja IT Park (Hyderabad) Limited K.Raheja Corporate Services Private Limited Mindspace Business Parks Private Limited Newfound Properties And Leasing Private Limited K Raheja Foundation

(B) Transaction with related parties during the year:

The nature and volume of transactions of the Company with the above related parties were as follows:

Sl. No.	Particulars of transactions with related parties	For the year ended 31 March 2020
I.	Transactions during the period	
1	Loans given	
	Newfound Properties And Leasing Private Limited	6,620
2	Loans repaid	
	Newfound Properties And Leasing Private Limited	5,879
	Mindspace Business Parks Private Limited	1,300
3	Loans taken	
	Mindspace Business Parks Private Limited	1,300
4	Property maintenance expense	
	Newfound Properties And Leasing Private Limited	107
5	Project Management Services / Business support services expense	
	K.Raheja Corporate Services Private Limited	303
6	Interest Expense	
	K.Raheja Corporate Services Private Limited	1
	Mindspace Business Parks Private Limited	3
7	Interest income	
	Newfound Properties And Leasing Private Limited	584

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

Sl. No. Particulars of transactions with related parties	For the year ended 31 March 2020
8 Rent income	
Intime Properties Limited	1
K. Raheja IT Park (Hyderabad) Private Limited	0
9 Rent expense	
Genext Hardware & Parks Private Limited	8
10 Royalty charges	
Cape Trading LLP	1
Anbee Constructions LLP	1
11 Donations paid	
K Raheja Foundation	-
12 Other Expenses	
Chalet Hotels Ltd	0
13 Reimbursement of expenses (net of GST)	
Chalet Hotels Ltd	27
14 Sale of assets	
MindSPACE Business Parks Private Limited	-
15 Purchase of Material	
Chalet Hotels Ltd	1
16 Security Deposit received	
Chalet Hotels Ltd	44
17 Directors' sitting fees	
Neel C.Raheja	0
Ravi C.Raheja	0
Vinod N. Rohira	0
Vishal Kumar Masand	-
Yasin E. Virani	-
Preeti Chheda	0
Venkat Narsimha Reddy Ettireddy (TSIC)	0

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

(C)	Balances with related parties :	As at 31 March 2020
1	Trade Payables	
	K.Raheja Corporate Services Private Limited	48
	Newfound Properties And Leasing Private Limited	7
	Intime Properties Limited	2
	Chalet Hotels Limited	1
	Neel C.Raheja	0
	Ravi C.Raheja	0
	Vinod N. Rohira	0
	Preeti Chheda	0
	Venkat Narsimha Reddy Ettireddy (TSIIC)	0
	Genext Hardware & Parks Private Limited	2
2	Loans	
	Newfound Properties And Leasing Private Limited	6,711
3	Other Receivables	
	Intime Properties Limited	0
	K. Raheja IT Park (Hyderabad) Limited	0
4	Advance to vendors	
	Chalet Hotels Limited	0
5	Other Receivables	
	Chalet Hotels Limited	31
6	Security Deposit	
	Chalet Hotels Limited	44
7	Interest receivable	
	Newfound Properties And Leasing Private Limited	526
8	Interest Payable	
	Mindspace Business Parks Private Limited	2
	K.Raheja Corporate Services Private Limited	1

* Considering that the control of the Company is collectively with all the equity share holders, the related party condition under the Accounting Standards is applicable to the Company and accordingly disclosures are made. However, considering the materiality of certain inter-company transactions with K. Raheja Group companies (although not with any related party as per accounting standards, as aforesaid), additional disclosures of such inter-company transactions have also been made.

(D) Non-Cash Transactions

Guarantee given by K. Raheja Corp Private Limited to APIIC on behalf of K. Raheja IT Park (Hyderabad) Limited

Corporate Gurantee given by K. Raheja corp Private Limited to IOB for issuing LC of Rs 16.

Security and Counter indemnity given by Mindspace Business Parks Private Limited for LC of Rs. 3

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

36 Capital commitment and contingencies

	As at 31 March 2021	As at 31 March 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	434	872
Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services.	0	0
Demand for Non Payment of service tax on renting of fitouts and equipments	1	1
Demand for Non Payment of service tax on renting of fitouts and equipments	0	0

The Company has provided continuing guarantee in favour of the Debenture Trustee for discharge of the Debt by Mindspace Business Parks REIT (outstanding amount Rs.3,750).

Demand for Non Payment of service tax on renting of fitouts and equipments Rs.2 and Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services Rs.0 . The Company has filed an appeals with CESTAT and matter is pending.

Future Cash outflow in respect of above, if any, is determinable only on receipt of judgement / decisions pending with relevant authorities.

37 Corporate social responsibility

	For the year ended 31 March 2021	For the year ended 31 March 2020
A. Gross amount required to be spent by the Company during the year ended 31 March 2021, as per section 135 of Companies Act, 2013 read with schedule VII	24	19
B. Amount spent during the year on	-	-
i. Construction / acquisition of any assets	-	-
ii. On purposes other than (i) above	19	12
C. Unspent amount of current and previous years provided for	30	-

38 Ind AS 115 disclosure

	For the year ended 31 March 2021	For the year ended 31 March 2020
Note 1: Reconciliation of revenue from operations recognised in the Statement of Profit and Loss with Revenue from contracts with customers		
A. Revenue from contracts with customers		
Maintenance services	541	578
Sale of surplus construction material and scrap	-	0
Revenue from work contract services (Net)	1	-
Total - A	542	578
B. Facility rentals		
Facility rentals	2,892	2,414
Interest income from finance leases	18	1
Total - B	2,910	2,415
Revenue from operations (A+B)	3,452	2,993
Note 2: Contract Balances		
Contract Assets		
Trade Receivables	29	39
Contract Liabilities		
Advance for maintenance	32	16

39 Dividends

The Board of Directors, in its meeting on 17 December 2020 approved a interim dividend of Rs 22.36 per equity share and on 25 March 2021 approved a interim dividend of Rs.27.76 per equity share. The total interim dividend of Rs 1,412 has been paid during the year.

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Financial Statements for the Year ended 31 March 2021 (Continued)

40 Title litigation and irregularities

The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur ("Tribunal") had, by letter dated 27 August 2009, sought information from the Company under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("APLRAC") in respect of the entire land parcel at Mindspace Madhapur.

The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated 5 September 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the letter dated 27 August 2009. The Company had filed a detailed response on 30 September 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to K Raheja IT Park Hyderabad Limited (KRIT) which was a joint venture company with Andhra Pradesh Industrial Infrastructure Corporation Limited, (b) the land was vested in the Company by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not "land" covered under the APLRAC. The Tribunal issued a final notice to the Company in January 2012 requesting to submit a declaration for full and correct particulars of the lands held. The matter is currently pending before the Tribunal.

41 Disclosure under Section 186 of the Act

The operations of the Company are classified as "infrastructure facilities" as defined under Section 186 read with Schedule VI to the Act. Accordingly, the disclosure requirements specified in sub-section 4 of Section 186 of the Act in respect of loans given or guarantee given or security provided are not applicable to the Company.

42 Assessment of possible impact resulting from Covid-19

The Management has considered the possible effects that may result from the pandemic relating to COVID-19 on the operations and carrying amounts of property, plant and equipment, Investment Property, Investment Property Under Construction, Inventories, receivables and other assets. The Management, as at the date of approval of these financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Company. The Management based on current estimates expects the carrying amount of the assets to be recovered. However, due to the evolving nature of the pandemic and its response by various government authorities the Management will continue to monitor developments to identify significant impacts, if any, on the operations.

43 Note: "0" represents value less than Rs. 0.5 million

44 Previous years comparatives

Previous year figures are regrouped wherever necessary to correspond with the current year classification / disclosure.

For and on behalf of the Board of Directors

Sundew Properties Limited

CIN: U70102TG2006PLC050883

Vinod Nandlal
Rohira

Digitally signed by Vinod Nandlal
Rohira
Date: 2021.05.12 15:43:03 +05'30'

Vinod Rohira

Director

DIN : 00460667

Venna
Narayana
Reddy

Digitally signed by Venna
Narayana Reddy
Date: 2021.05.12
14:22:31 +05'30'

Venna Narayana Reddy

Chief Executive Officer

PREETI
NAVEEN
CHHEDA

Digitally signed
by PREETI
NAVEEN
CHHEDA
Date: 2021.05.12
16:32:37 +05'30'

Preeti Naveen Chheda

Director

DIN : 08066703

Jujjavarapu
u Swetha

Digitally signed by
Jujjavarapu
Swetha
Date: 2021.05.12
14:48:11 +05'30'

Swetha Jujjavarapu

Chief financial officer

SAADIYA
SEKAR NAIDU

Digitally signed by
SAADIYA SEKAR
NAIDU
Date: 2021.05.12
18:12:39 +05'30'

Saadiya Naidu

Company Secretary

Place : Mumbai

Date: 12 May 2021

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF SPECIAL PURPOSE
CONDENSED INTERIM FINANCIAL STATEMENTS**

To The Board of Directors of Sundew Properties Limited

Introduction

We have reviewed the accompanying Unaudited Special Purpose Condensed Interim financial statements (the "Financial statements") of Sundew Properties Limited (the "Company"), which comprise the Special purpose condensed interim Balance Sheet as at June 30, 2021, Special purpose condensed interim Statement of Profit and Loss (including Other Comprehensive Income), Special purpose condensed interim Statement of Cash Flow and Special purpose condensed interim Statement of Changes in Equity for the quarter ended June 30, 2021 and a summary of significant accounting policies and other explanatory information which has been prepared as per the format provided by Mindspace Business Parks REIT ("the Parent") to enable the Parent to prepare its Condensed Consolidated Interim Financial Statements.

This Financial Statements which is the responsibility of the Company's Management and approved by the Board of Directors, have been prepared in accordance with the recognition and measurement principles, laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India and as per the format provided by the Parent. Our responsibility is to express a conclusion on the Financial Statements based on our review.

Scope of Review

We conducted our review of the Financial Statements 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 (the "ICAI"). A review of interim financial information consists of making inquiries, primarily of the Company's personnel 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 issued by the ICAI 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.

Conclusion

Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Financial Statements are not prepared, in all material respects, in accordance with the recognition and measurement principles laid down in aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and the format provided by the Parent, or that it contains any material misstatement.



Basis of Preparation and Restriction on Use and Distribution

Without modifying our conclusion, we draw attention to Note 2a to the financial statements, which describes the basis of preparation of the financial statements. This report has been issued at the request of the Company for submission to the Parent to enable it to prepare the Condensed Consolidated Interim Financial Statements for its onward submission of those Condensed Consolidated Interim Financial Statements to the BSE Limited ("the BSE") and the NSE Limited ("the NSE"). These financial statements are not a complete set of financial statements of the Company in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as applicable. As a result, the financial statements may not be suitable for any other purpose. Our report is intended solely for the information of and use by the Board of Directors of the Company, its Parent and their auditors and is not intended to be and shall not be used by anyone other than these specified parties without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)



Anjum A. Qazi
(Partner)

(Membership No. 104968)

(UDIN: 21104968 AAAAYN2004)

Place: Mumbai
Date: August 12, 2021

Am

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Special purpose Condensed Interim Balance sheet as at 30 June 2021

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Notes	As at 30 June 2021 (Unaudited)
ASSETS		
Non-current assets		
Property, plant and equipment	4	381
Capital work-in-progress		22
Investment property	5	12,229
Investment property under construction	6	95
Financial assets		
(i) Loans	8	885
(ii) Other financial assets	7	887
Income tax assets (net)	9	253
Other assets	10	126
Total non-current assets		14,878
Current assets		
Inventories	11	4
Financial assets		
(i) Trade receivables	12	45
(ii) Cash and cash equivalents	13	177
(iii) Bank balances other than (ii) above	14	45
(iv) Others financial assets	7	188
Other current assets	10	135
Total current assets		594
Total Assets		15,472
EQUITY AND LIABILITIES		
Equity		
Equity share capital	15	282
Other equity	16	2,851
Total equity		3,133
Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Borrowings	17	8,634
(ii) Lease liabilities		39
(iii) Other financial liabilities	18	677
Provisions	19	1
Deferred tax liabilities (net)	32	220
Other non-current liabilities	21	151
Total non-current liabilities		9,722
Current liabilities		
Financial liabilities		
(i) Borrowings	17	836
(ii) Lease liabilities		4
(iii) Trade payables		
(a) total outstanding dues of micro and small enterprises; and	22	4
(b) total outstanding dues of creditors other than micro and small enterprises	22	133
(iv) Other financial liabilities	18	1,572
Provisions	19	0
Income tax liabilities (net)	20	11
Other current liabilities	21	57
Total current liabilities		2,617
Total equity and liabilities		15,472
Significant accounting policies	3	
Notes to the Special purpose condensed interim financial Statements	1 to 39	
See the accompanying notes to the Special purpose condensed interim financial Statements In terms of our report of even date attached.		

For Deloitte Haskins & Sells LLP
Chartered Accountants


Arjun A. Qazi
Partner
Place: Mumbai
Date: 12 August 2021

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883


Vinod Rohira
Director
DIN: 00460667
Place: Mumbai
Date: 12 August 2021


Preeti Naveen Chheda
Director
DIN: 08066703
Date: 12 August 2021


Venna Narayana Reddy
Chief Executive Officer
Place: Hyderabad
Date: 12 August 2021


Swetha Jijavarapu
Chief financial officer


Saadiya Naidu
Company Secretary

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)


Special purpose Condensed Interim Statement of Profit and Loss for the quarter ended 30 June 2021

(All amounts are in Rs. Millions unless otherwise stated)


Particulars	Notes	Quarter ended 30 June 2021 (Unaudited)
I Revenue from operations	23	1,094
II Other income	24	19
III Total income (I+II)		1,113
IV Expenses		
Employee benefits expense	25	2
Finance costs	26	176
Depreciation expense	27	83
Other expenses	28	163
Total expenses (IV)		424
V Profit before tax (III-IV)		689
VI Less: Tax expenses		
- Current tax		120
- Deferred tax	32	83
VII Profit for the period (V-VI)		486
VIII Other comprehensive income		
(i) Items that will not be reclassified to Profit & Loss		
Remeasurements of defined benefit plans		-
(ii) Items that will be reclassified to Profit & Loss		-
IX Total comprehensive income for the period (VII+VIII)		486
Basic and diluted earnings per share (Rs) (not annualised) (Face value of Rs 10 each)	30	17

See the accompanying notes to the Special purpose condensed interim financial Statements
in terms of our report of even date attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants


Anjum A. Qazi
Partner
Place : Mumbai
Date: 12 August 2021

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883


Vinod Rohira
Director
DIN : 00460667
Place : Mumbai
Date: 12 August 2021


Preeti Naveen Chheda
Director
DIN : 08066703


Venna Narayana Reddy
Chief Executive Officer


Swetha Jujjavarapu
Chief financial officer


Saadiya Naidu
Company Secretary

Place : Hyderabad
Date: 12 August 2021

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Special purpose Condensed Interim Statement of changes in equity for the quarter ended 30 June 2021

(All amounts are in Rs. Millions unless otherwise stated)

(A) Equity share capital


Balance as at 1 April 2021	Changes in equity share capital due to prior period errors	Restated balance as at April 2021	Changes in equity share capital during the period	Balance as at 30 June 2021
282	-	282	-	282

(B) Other equity

Particulars	Reserves and surplus		Item of other comprehensive income	Total other equity
	Securities premium	Retained earnings		
Balance at 1 April 2021	385	2,760	(0)	3,145
Profit for the quarter	-	486	-	486
Other comprehensive income for the quarter	-	-	-	-
Dividend paid during the quarter (refer note 36)	-	(780)	-	(780)
Tax on dividend	-	-	-	-
Balance at 30 June 2021	385	2,466	(0)	2,851

See the accompanying notes to the Special purpose condensed interim financial Statements
In terms of our report of even date attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants


Anjum A. Qazi
Partner

Place : Mumbai

Date: 12 August 2021

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883



Vinod Rohira
Director
DIN : 00460667

Place : Mumbai

Date: 12 August 2021



Preeti Naveen Chheda
Director
DIN : 08066703



Venna Narayana Reddy
Chief Executive Officer

Swetha Jujavarapu Sandhya Naidu
Chief financial officer Company Secretary

Place : Hyderabad

Date: 12 August 2021

Sundew Properties Limited

(CIN- U70102TG2006PLC050883)

Special purpose Condensed Interim Statement of cash flows for the quarter ended 30 June 2021

(All amounts are in Rs. Millions unless otherwise stated)

Particulars	Quarter ended 30 June 2021 (Unaudited)
A Cash flow from operating activities	
Profit before tax	689
<i>Adjustments for</i>	
Depreciation expense	83
Finance costs	176
Interest income	(20)
Gain on redemption of mutual fund units	(0)
Advances written off	0
Provision for Doubtful Debts (net)	0
Operating profit before working capital changes	928
Movement in working capital	
Decrease in inventories	1
Decrease in trade receivables	6
(Increase) in other financial assets and other assets	(331)
(Decrease) in trade payables	(57)
(Decrease) in Other financial liabilities, other liabilities and provisions	(25)
Cash generated from operations	522
Direct taxes paid (net of refund received)	(109)
Net cash flows generated from operating activities (A)	413
B Cash flow from investing activities	
Payments made for expenditure on Investment property under construction / Investment property *	(43)
Investment in mutual fund	(190)
Proceeds from redemption of investment in mutual fund	190
Proceeds on repayment of loans given	100
Interest received	23
Balance with banks - in escrow account (refer note 14)	(15)
Investments in fixed deposit (net)	14
Net cash flows generated from investing activities (B)	79
C Cash flows from financing activities	
Repayment of non-current borrowings	(813)
Proceeds from non-current borrowings	828
Finance costs paid	(106)
Payment of lease liability	(1)
Dividend paid	(780)
Net cash (used in) financing activities (C)	(872)
D Net (Decrease) in cash and cash equivalents (A+B+C)	(380)
E Cash and cash equivalents at the beginning of the year	13
F Cash and cash equivalents at the end of the period (D + E)	13



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Special purpose Condensed Interim Statement of cash flows for the quarter ended 30 June 2021

(All amounts are in Rs. Millions unless otherwise stated)

Reconciliation of Cash and cash equivalents with the Balance Sheet

Particulars	Quarter ended 30 June 2021 (Unaudited)
Notes	
1. Cash and cash equivalents	
Cash on hand	1
Balance with banks	
- in current accounts	176
Less : Bank Overdraft (Refer note - 17)	(523)
	<u>(346)</u>

2. The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows

*During the period ended 30 June 2021, a total amount of Rs 204 million has been transferred from investment property under construction to Finance Lease receivable pursuant to lease commencement of fit outs.

See the accompanying notes to the Special purpose condensed interim financial Statements
In terms of our report of even date attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

Anjum A. Qazi
Partner

Place : Mumbai

Date: 17 August 2021

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883

Vinod Rohira
Director
DIN : 00460667

Place : Mumbai

Date: 17 August 2021

Preeti Naveen Chheda
Director
DIN : 08066703

Venna Narayana Reddy
Chief Executive Officer

Swetha Jujjavarapu
Chief financial officer

Sandhya Naidu
Company Secretary

Place : Hyderabad

Date: 17 August 2021

Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

1 Company background

Sundew Properties Limited ('Sundew' or 'the Company') was incorporated as a Private Limited company on 11 August 2006. The Company changed its status from Private Limited Company to Public Limited Company with effect from 23 November 2012.

The Company is engaged in Development and management of Real estate projects of integrated townships with high quality commercial segments such as Special Economic Zone (SEZ), Information Technology Parks and other commercial segments. During 2013-14, part of the area of the project has been de-notified into a Non-SEZ development.

In the year 2013, the Company had applied to erstwhile The Andhra Pradesh Electricity Regulatory Commission (APERC) ("Department") for Deemed distribution licensee status to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad.

During the year ended 31 March 2016, the Department passed an order identifying the Company as a deemed licensee to distribute the electricity in the earmarked area with effect from 1 April 2016 subject to the fulfillment of certain prudent conditions. The Company has filed an application seeking modification of such conditions. The outcome of such application is awaited.

2 Basis of preparation

- a) These special purpose condensed interim Financial Statements are required in connection with the preparation of consolidated financial statements of Mindspace Business Parks REIT ("The Parent") as per the Real Estate Investment Trust (REIT) regulations 2014 as amended from time to time read with SEBI Circular No. CIR/IMD/DF/146/2016 dated 29 December 2016 ("SEBI Circular") and have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards (Ind AS) 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, (the 'Act') read with Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles in India to the extent not inconsistent with SEBI Circular and presented as per the format determined by the Parent.

These special purpose condensed interim financial statements were adopted and authorised for issue by the Company's Board of Directors on 12 August 2021.

Details of the Company's Significant accounting policies are included in Note 3.

3 Significant accounting policies

a) Functional and Presentation Currency

These financial statements are presented in Indian Rupees, which is also the Company's functional currency and the currency of the primary economic environment in which the Company operates. All financial information presented in Indian Rupees has been rounded off to the nearest million except otherwise stated.

b) Basis of measurement

These financial statements are on the historical cost basis, except for the following:

- Certain financial assets and liabilities (refer accounting policy regarding financial instrument) measured at fair values;
- Net defined benefit (asset)/ liability less present value of defined obligations: Fair value of plan assets less present value of defined benefit plan.



Sundew Properties Limited

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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

c) **Use of estimates and judgements**

The preparation of the financial statements in conformity with generally accepted accounting principles in India (Ind AS) requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future years affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Statements is included in the following notes:

- * Estimation of lease term for revenue recognition
- * Estimation of useful life of property, plant and equipment and investment property
- * Estimation of recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used and income taxes.
- * Impairment and Fair valuation of Investment Property, Investment property under development, Property, plant and equipment and Capital work-in-progress
- * Interest capitalised to investment property under construction

d) **Current versus non-current classification**

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

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

e) **Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access on measurement date.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

3.1 **Property, plant and equipment**

a) **Recognition and measurement**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Depreciation is charged when the assets are ready for their intended use. Purchase price or construction cost is defined as any consideration paid or fair value of any other consideration given to acquire the asset.

b) **Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

c) **Depreciation**

Depreciation is provided using straight line method as per the useful life of the assets estimated by the management. The estimated useful lives of the assets, which are different than those prescribed under Schedule II of the Act, are listed in the table below. Depreciation on addition of property, plant and equipment made during the period is provided on pro-rata basis from / to the date of such addition.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)	
	Power assets	Other assets
Right of use - Leasehold Solar Equipments	-	Lease term
Building *	75	-
Plant and machinery	15	15
Office equipment*	-	4
Computers	-	3
Furniture and fixture*	-	7

* For these classes of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Act.

(1) Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

(2) Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition.

(3) The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.

d) **De-recognition**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

e) **Capital work in progress**

Property, plant and equipment under construction is disclosed as capital work in progress which is carried at cost less any recognised impairment losses. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Advance paid and expenditure incurred on acquisition / construction of property, plant and equipment which are not ready for their intended use at each balance sheet date are disclosed under other non-current assets as advances on capital account and capital work-in-progress respectively.



Sundew Properties Limited

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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

3.2 Investment property

(a) Recognition and measurement

Properties including land, building and other assets, which are held either for long-term rental yield or for capital appreciation or for both, and which are not occupied substantially by the Company are classified as investment property.

Investment properties are initially recognised at cost, including related transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirement of Ind AS 16's requirements for cost model i.e. Cost less depreciation less impairment losses, if any. Depreciation is charged when the investment property is ready for its intended use. Cost comprises of direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are allocated on a reasonable basis to the cost of the project. Plant and machinery, furniture and fixtures, office equipment and electrical equipments which are physically attached to the commercial buildings are considered as part of investment property. Acquisitions and disposals are accounted for at the date of completion.

(b) Subsequent expenditure

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

(c) Depreciation

Depreciation is provided using straight line method as per the useful life of the assets estimated by the management. The estimated useful lives of the assets, which are different than to those prescribed under Schedule II of the Act and listed in the table below. Depreciation on addition to investment property made during the period is provided on pro-rata basis from / to the date of such addition.

The assets and estimated useful life are as under:

Asset group	Estimated Useful Life (in years)
Buildings*	75/90
Infrastructure and development*	15
Plant and machinery	15
Furniture and fixtures*	7
Electrical installation*	15

* For these classes of assets, based on technical assessment the management believes the useful life of the assets is appropriate which is different than those prescribed under Part C of Schedule II of the Act.

Based on internal assessment the management believes the residual value of all assets is estimated to be 5% of the original cost of those respective assets.

Assets individually costing less than Rs 5,000 are fully written off in the year of acquisition.

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period with the effect of any changes in the estimation accounted for on a prospective basis.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(d) Fair Value

Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

(e) De-recognition

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss in the period in which the property is de-recognised.

(f) Investment properties under construction

Property that is being constructed for future use as investment property is accounted for as investment property under construction until assets are ready for their intended use.

Direct expenses like land cost, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment properties under construction represent the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

Advance paid for construction of investment property which are not ready for their intended use at each balance sheet date are disclosed under other non-current assets as capital advance.

3.3

Impairment of assets

The Company assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An impairment loss is recognised whenever the carrying amount of an asset or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognised in the Statement of Profit and Loss or against revaluation surplus, where applicable.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

3.4 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

Capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the general borrowings.

Capitalisation of borrowing costs is suspended during the extended period in which active development is interrupted. Capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete. All other borrowing costs are recognised as an expense in the period in which they are incurred.

3.5 Inventories

(a) Measurement of inventory

Inventories comprise of building material, components and maintenance spares. The Company measures its inventories at the lower of cost and net realisable value.

(b) Cost of inventories

The cost of inventories of building materials and components and work in progress comprise all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

(c) Net realisable value

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

3.6 Revenue recognition

(a) Facility rentals

Revenue from property leased out under an operating lease is recognised over the lease term on a straight line basis, except where there is an uncertainty of ultimate collection.

(b) Maintenance services

Maintenance income is recognised over a period of time for services rendered to the customers.

(c) Finance Lease

For assets let out under finance lease, the Company recognises a receivable at an amount equal to the net investment in the lease. Rentals received are accounted for as repayment of principal and finance income. Minimum lease payments receivable on finance leases are apportioned between the finance income and the reduction of the outstanding receivable. The finance income allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining net investment in the finance lease. Contingent rents are recorded as income in the periods in which they are earned.

(d) Sale of surplus construction material and scrap

Revenue from sale of surplus construction material is recognised on transfer of risk and rewards of ownership which is generally on despatch of material.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

3.7 Interest Income

(i) Interest income is recognised on time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

(ii) Interest on delayed payments are recognised, on time proportion basis, except when there is uncertainty of ultimate collection.

3.8 Tax expense

Income tax expense comprises current tax and deferred tax charge or credit. It is recognised in the Statement of Profit and Loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income in which case, deferred tax are also recognised in other comprehensive income or directly in equity respectively.

a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by end of reporting period.

b) Deferred tax

Deferred tax asset/liability is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset deferred tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle deferred tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

c) **Minimum Alternate Tax (MAT)**

MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement under deferred tax assets. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

- d) For operations carried out under tax holiday period (80IAB benefits of Income Tax Act, 1961), deferred tax assets or liabilities, if any, have been established for the tax consequences of those temporary differences between the carrying values of assets and liabilities and their respective tax bases that reverse after the tax holiday ends. In the situations where one or more units of the Company are entitled to a tax holiday under the tax law, no deferred tax (asset or liability) is recognised in respect of temporary differences which reverse during the tax holiday period, to the extent the concerned unit's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of temporary differences which reverse after the tax holiday period is recognised in the year in which the temporary differences originate. However, the Company restricts recognition of deferred tax assets to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the temporary differences which originate first are considered to reverse first.

3.9

Earnings per share (EPS):

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period.

Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except where the results would be anti-dilutive.



Sundew Properties Limited

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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

3.10 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities are disclosed when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is disclosed when there would be a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

3.11 Foreign currency transactions and translations

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss of the period.

Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the period-end and not covered by forward contracts, are translated at the period-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

3.12 Leases

As a Lessor

The Company enters into lease agreements as a lessor with respect to some of its investment properties. Leases for which the Company is a lessor is classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to reporting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

As a Lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is Presented in balance sheet as Lease liability

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37 – 'Provisions, Contingent Liabilities and Contingent Assets'. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset.

The Company applies Ind AS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 3.3.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the Statement of Profit and Loss.

3.13 Financial instruments

1 Initial recognition and measurement

Financial assets and/or financial liabilities are recognised when the Company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities are initially measured at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

2 Financial assets:

(a) Classification of financial assets:

(i) The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortised cost.

(ii) The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Subsequent Measurement

(i) Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are subsequently measured at fair value through the Statement of Profit and Loss unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the Statement of Profit and Loss.

(ii) Equity instruments:

The Company subsequently measures all equity investments at fair value. There are two measurement categories into which the Company classifies its equity instruments:

Investments in equity instruments at FVTPL:

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Investments in equity instruments at FVTOCI:

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments, but is transferred to retained earnings.

(c) Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset. For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(d) Derecognition of financial assets:

A financial asset is primarily derecognised when:

- (i) the right to receive cash flows from the asset has expired, or
- (ii) the Company has transferred its rights to receive cash flows from the asset; and
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety (other than investments in equity instruments at FVTOCI), the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognised in Statement of Profit and Loss. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

3 Financial liabilities and equity instruments

(a) Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instrument is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(c) Compound financial instruments

The component parts of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

Transaction costs that relate to the issue of the convertible instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible instrument using the effective interest method.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(d) Financial Liabilities

Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through the Statement of Profit and Loss, or b) at amortised cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification.

The Company's financial liabilities include trade and other payables, loans and borrowings. Subsequent measurement of financial liabilities depends on their classification as fair value through the Statement of Profit and Loss or at amortised cost. All changes in fair value of financial liabilities classified as FVTPL are recognised in the Statement of Profit and Loss. Amortised cost category is applicable to loans and borrowings and trade and other payables. After initial recognition the financial liabilities are measured at amortised cost using the Effective Interest Rate method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a currently enforceable legal right to offset the recognised amounts and there is an intention either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

3.14 Cash and cash equivalents

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

3.15 Statement of Cash flow

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

For the purpose of the Statement of Cash Flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

As per para 8 of Ind AS 7 – 'Statement of Cash Flows', "where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. Bank overdraft, in the Balance Sheet, is included as 'borrowings' under Financial Liabilities".



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

3.16 Employee benefits plan

Disclosure pursuant to Ind AS – 19 'Employee benefits'

1 Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits such as salaries, wages, etc. and are recognised in the year in which the employee rendered the related services. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period.

2 Long term employee benefits:

(i) Defined Contribution Plans

Contributions to defined contribution schemes such as provident fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense. The above benefits are classified as defined contribution schemes as the Company has no further defined obligations beyond the monthly contributions.

(ii) Defined Benefit Plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company has determined the gratuity liability based calculated through actuarial valuation based on the number of years completed and last drawn basic salary as mentioned in the Payment of Gratuity Act, 1972. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, if any. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The Company's gratuity benefit scheme is a defined benefit plan. In the current period, the Company has determined the gratuity liability based on actuarial valuation report based on the last drawn basic salary. the maximum liability per employee is restricted 20 lacs per current HR policy.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

(iii) Other long term employee benefits – Compensated absences

Benefits under compensated absences are accounted as other long-term employee benefits. The Company has determined the liability for compensated absences calculated through actuarial valuation which is determined on the basis of leave credited to employee's account and the last drawn salary. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurement is recognised in the Statement of Profit and Loss in the period in which they arise. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

3.17 Subsequent events

The Financial Statements are adjusted to reflect events that occur after the reporting date but before the Financial Statements are issued.

3.18 Errors and estimates

The Company revises its accounting policies if the change is required due to a change in Ind AS or if the change will provide more relevant and reliable information to the users of the Financial Statement. Changes in accounting policies are applied retrospectively.

A change in an accounting estimate that results in changes in the carrying amounts of recognised assets or liabilities or to profit or loss is applied prospectively in the period(s) of change.

3.19 Dividend Distribution Policy

Dividends paid (including income tax thereon) are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

3.20 Segment Information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that related to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments, operating results are reviewed by the Board of Directors, which has been considered as the Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segment and assess their performance.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

4 Property, plant and equipment

Particulars	Power assets		Other Assets				Total	
	Building	Plant and machinery	Plant and machinery	Computers	Office equipments	Furniture and fixtures		Right of use - Plant and Machinery
Gross carrying amount as at 1 April 2021	160	399	12	0	0	1	52	624
Additions	-	-	-	-	-	-	-	-
Disposals / adjustment	-	-	-	-	-	-	-	-
Closing gross carrying amount as at 30 June 2021	160	399	12	0	0	1	52	624
Accumulated depreciation as at 1 April 2021	15	205	5	0	0	1	10	236
Depreciation charged during the period	1	5	0	0	0	0	1	7
Disposals / adjustment	-	-	-	-	-	-	-	-
Closing accumulated depreciation as at 30 June 2021	16	210	5	0	0	1	11	243
Net carrying amount as at 30 June 2021	144	189	7	0	0	0	41	381



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

5 Investment property

Particulars	Free hold Land	Building	Infrastructure and development	Plant and machinery*	Electrical installations*	Furniture and fixtures*	Total
Gross carrying amount as at 1 April 2021	29	10,452	1,233	1,572	294	29	13,609
Additions	-	611	35	56	-	1	703
Disposals / adjustment	-	-	-	-	-	-	-
Closing gross carrying amount as at 30 June 2021	29	11,063	1,268	1,628	294	30	14,312
Accumulated depreciation as at 1 April 2021	-	660	617	552	155	23	2,007
Depreciation charged during the period	-	32	16	24	4	0	76
Disposals / adjustment	-	-	-	-	-	-	-
Closing accumulated depreciation as at 30 June 2021	-	692	633	576	159	23	2,083
Net carrying amount as at 30 June 2021	29	10,371	635	1,052	135	7	12,229

*Forming an integral part of Building



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

6 Investment property under construction at cost	As at 30 June 2021
Material and contractual payments	815
Technical professional fees	37
Project support fees (technical)	47
Rates and taxes	19
Power and fuel expenses	0
Finance costs	42
Depreciation and amortisation	1
Other expenses	9
	<u>970</u>
Less: transfer to Investment property	690
Finance lease receivable	204
	<u>76</u>
Other inventories	
Building materials, components and maintenance spares	19
	<u>95</u>

Particulars	Material and contractual payments	Technical professional fees	Project support fees (technical)	Rates and taxes	Power and fuel expenses	Finance costs	Depreciation	Other expenses	Total
At 1 April 2021	612	28	47	19	0	40	1	8	755
Add : Additions	203	9	-	-	-	2	-	1	215
Less : Transfer to Investment property	540	35	47	16	0	42	1	9	690
Less : Transfer to Finance lease receivable	204								204
At 30 June 2021	71	2	-	3	0	-	-	-	76



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

7 Other financial assets (Unsecured, considered good)

Particulars	As at 30 June 2021 (Unaudited)	
	Non - Current	Current
Finance lease receivable	534	102
Unbilled revenue	142	54
Security Deposits	104	-
Interest receivable on loan given	-	0
Interest receivable on other / deposit	-	1
Fixed deposit with bank (Original maturity is more than 12 months) (refer note (i) below)	107	-
Other receivables	-	31
	887	188

(i) These fixed deposits as at 30 June 2021 includes margin money of Rs 105 (interest rate: 3.30% and maturity date: 29 December 2022) given as security under Debt Service Retention Account balance (DSRA) maintained with the Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

8 Loans

Particulars	As at 30 June 2021 (Unaudited)	
	Non - Current	Current
<i>(Unsecured and considered good)</i>		
Loans to related parties	885	-
	885	-

9 Non-current tax assets (net)

Particulars	As at 30 June 2021 (Unaudited)
Advance tax and tax deducted at source (Net of provision for tax Rs. 1,265)	253
	253

10 Other assets

Particulars	As at 30 June 2021 (Unaudited)	
	Non - Current	Current
Capital advances	10	-
Prepaid expenses	116	118
Advances to suppliers	-	16
Balance with government authorities	-	1
	126	135

11 Inventories (valued at lower of cost and net realisable value)

Particulars	As at 30 June 2021 (Unaudited)
Building material, components, maintenance spares & high speed diesel	4
	4



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

12 Trade receivables

Particulars	As at 30 June 2021 (Unaudited)
Considered good - Secured	-
Considered good - Unsecured	45
Credit impaired	2
	47
Less: Loss Allowance	(2)
	45

13 Cash and cash equivalents

Particulars	As at 30 June 2021 (Unaudited)
Cash on hand	1
Balance with banks in current accounts	
- in current accounts	176
	177

14 Other bank balances

Particulars	As at 30 June 2021 (Unaudited)
Fixed deposits with original maturity for more than 3 months and less than 12 months (refer below notes (i) and (ii))	30
Balance with banks	
- in escrow account (refer below note (iii))	15
	45

(i) These fixed deposits as at 30 June 2021 includes margin money of Rs. 20 (interest rate: 4.90% and maturity date: 11 June 2022) given as security under Debt Service Retention Account balance (DSRA) maintained with the ICICI Bank Limited to support debt servicing.

(ii) These fixed deposits as at 30 June 2021 includes margin money of Rs. 10 (interest rate: 3.50% and maturity date: 4 September 2021) given as security under Debt Service Retention Account balance (DSRA) maintained with the Hongkong and Shanghai Banking Corporation Limited to support debt servicing.

(iii) Unspent Corporate Social Responsibility (CSR) balances amounting to Rs. 15 which has been deposited in separate escrow accounts. These amounts can be withdrawn for payment of CSR expenditures only.



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

15 Share capital

Particulars	As at 30 June 2021 (Unaudited)
Authorised capital	
28,200,000 equity shares of Rs 10 each	282
	282
Issued, subscribed and fully paid-up	
28,170,650 equity shares of Rs 10 each, fully paid-up	282
	282

(A) Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

Equity shares	As at 30 June 2021 (Unaudited)	
	Number	Amount
Shares outstanding at the beginning of the year	2,81,70,650	282
Shares issued during the period	-	-
Shares outstanding at the end of the period	2,81,70,650	282

(B) Rights, preferences and restrictions attached to equity shares:

Equity shares

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share and dividend proportionate to their shareholding. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of the Interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Refer note 29(b) with respect to Rights, preferences and restriction for one share holder.

(C) Particulars of shareholders holding more than 5% shares of a class of shares:

Equity shares of Rs 10 each, fully paid-up held by-	As at 30 June 2021 (Unaudited)	
	Number	Percentage
Mindspace Business Parks REIT	2,50,71,870	89.00%
Andhra Pradesh Industrial Infrastructure Corporation Limited	30,98,775	11.00%
	2,81,70,645	100.00%



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

16 Other equity

Particulars	Reserves and Surplus		Total
	Securities premium	Retained earnings	
Balance at 1 April 2021	385	2,760	3,145
Add : Profit for the period	-	486	486
Other comprehensive income for the period (net of Income tax)	-	-	-
Dividend paid (refer note 36)	-	780	780
Tax on dividend	-	-	-
Balance as at 30 June 2021	385	2,466	2,851

Description of nature and purpose of reserves

(i) Securities premium

This reserve represents the premium received on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

(ii) Retained earnings

Retained Earnings represents the surplus of the Statement of Profit and Loss and is available for distribution as Dividend to the shareholders and other purposes as per the provisions of The Companies Act, 2013.

17 Borrowings

	As at 30 June 2021 (Unaudited)		
	Long - term	Current portion	Short - term
Term Loans			
From Banks (secured)			
(a) The Hongkong and Shanghai Banking Corporation Limited	4,132	279	-
(b) The ICICI Bank Limited	782	34	-
Subtotal A 	4,914	313	-
Overdraft from Banks (secured)			
(a) Overdraft from The Hongkong and Shanghai Banking Corporation Limited	-	-	118
(b) Overdraft from The ICICI Bank Limited	-	-	405
Subtotal B 	-	-	523
Loan from Parent (Unsecured)			
Mindspace Business Parks REIT	3,720	-	-
Subtotal C 	3,720	-	-
Total A+B+C 	8,634	313	523



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

18 Other financial liabilities

Particulars	As at 30 June 2021 (Unaudited)	
	Non - Current	Current
Retention money payable		
-Due to Micro, Small and Medium Enterprises (including interest)	6	18
-Others	7	40
Security deposits	584	1,149
Interest accrued but not due on borrowings	80	19
Book overdraft	-	53
Amount payable to customers	-	38
Capital creditors		
-Due to Micro, Small and Medium Enterprises (including interest)	-	87
-Others	-	168
	677	1,572

19 Provisions

Particulars	As at 30 June 2021 (Unaudited)	
	Non - Current	Current
Provision for employee benefits		
Provision for gratuity	1	0
Provision for leave encashment	0	0
	1	0

20 Current tax liabilities

Particulars	As at 30 June 2021 (Unaudited)	
	Non - Current	Current
Provision for tax (net of advance tax Rs. 109)		11
	-	11

21 Other liabilities

Particulars	As at 30 June 2021 (Unaudited)	
	Non - Current	Current
Unearned rent	147	55
Advances received from customers	4	2
Statutory dues	-	0
	151	57

22 Trade payables

Particulars	As at 30 June 2021 (Unaudited)	
	Micro and Small Enterprises (including interest)	
Others		133
		137



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

	For the Quarter ended 30 June 2021 (unaudited)
23 Revenue from operations	
Sale of services	
- Facility rentals	912
- Maintenance services	159
Total (A)	<u>1,071</u>
Other operating income	
Sale of surplus construction material and scrap	0
Interest income from finance lease	23
Total (B)	<u>23</u>
Total (A+B)	<u>1,094</u>
24 Other income	
Interest income on	
- Fixed deposits with banks	1
- Electricity deposits	0
- loans to related parties	18
- Others	0
Gain on redemption of mutual fund units	0
Miscellaneous income	0
	<u>19</u>
25 Employee benefits expense	
Salaries and wages	2
Contribution to provident and other funds	0
Gratuity expenses	0
Compensated absences	0
	<u>2</u>
26 Finance costs	
Interest expense on :	
- borrowings from banks	85
- loans from parent/related parties	76
- lease liability	1
- others	0
Interest on delayed payment of statutory dues	0
Unwinding of interest expenses on security deposits	16
Other finance charges	0
	<u>178</u>
Less: Finance cost capitalised to investment properties under construction	<u>(2)</u>
	<u>176</u>
27 Depreciation expense	
On property, plant and equipment	7
On investment property	76
	<u>83</u>



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

28 Other expenses

For the Quarter ended
30 June 2021
(unaudited)

Repairs and maintenance:	
- Building	36
- Plant and machinery	17
- Electrical installation	0
- Others	3
Electricity, water and diesel charges	29
Property tax	19
Rates and taxes	1
Legal, professional and other fees	3
Communication costs	0
Travelling and conveyance	0
Payment to auditors' (refer note below)	0
Filing fees and stamping charges	1
Insurance	3
Bank charges and commission	1
Expenditure on corporate social responsibility	8
Brokerage and commission	12
Business promotion expenses/advertising expense	0
Project support fees (non-technical)	30
Advances written off	0
Provision for Doubtful Debts (net)	0
Directors' sitting fees	0
Miscellaneous expenses	0
	<hr/>
	163

Payment to auditors' (excluding goods and services tax)

As auditor:

- Statutory audit fees	0
- Tax audit fees	-
- for other services	-
- for reimbursement of expenses	0
	<hr/>
	0



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

29 Other Commitments :

Project commitments

- (a) In accordance with the Scheme of arrangement which was approved by Hon'ble Andhra Pradesh High Court on 23 March 2007, the Industrial Park II and III undertakings of K.Raheja IT Park (Hyderabad) Limited (*formerly known as K.Raheja IT Park (Hyderabad) Private Limited*) ("KRIT") have been demerged and vested in the Company with effect from the appointed date i.e. 01 September 2006.

The Company has acquired the land at Madhapur, Hyderabad as part of the demerger scheme from KRIT. The said land is in lieu of the employment opportunities to be generated by KRIT and others.

The liability, if any, arising due to the obligation to create the job opportunities for the entire larger land of which the above property is a part, continues to be retained by KRIT as at 30 June 2021.

During the year ended 31 March 2016, Telangana State Industrial Infrastructure Corporation Limited ("TSIIC") has returned the original Bank Guarantees to KRIT and also confirmed to the bank that TSIIC will not claim any amount from the bank under the Bank Guarantees and the bank is relieved of its obligation. Hence, no liability is recognised towards the price of the plot of land.

- (b) An unconditional obligation to pay amounts due to Andhra Pradesh Industrial Infrastructure Corporation Limited ("APIIC") in respect of APIIC's claims of losses due to any difference in values pertaining to sale transactions of the project undertaken by the Company. Losses incurred by the Government/TSIIC in its JV Company, if any, will be paid in full by K Raheja Corp Pvt Ltd and it has furnished to the Company in writing, agreeing and admitting liability to make such payment to Government/TSIIC.

The shareholding pattern of the Government/TSIIC in the JV Company and the Demerged company will not change as a result of conversion from Private to Public, the Government / TSIIC equity of 11% will remain the same in the Company and all the demerged companies and further in future, Government / TSIIC will not be asked to infuse further cash to maintain its 11% stake.

30 Earnings per share

Particulars	For the Quarter ended
	30 June 2021 (Unaudited)
Profit for the period	486
Calculation of the weighted average number of shares:	
Number of shares at the beginning of the period and at the end of the period	2,81,70,650
Weighted average number of equity shares outstanding during the period	2,81,70,650
Basic and diluted earnings per share (Rs)	17
Face value per share (Rs)	10



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Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

31 Segment information

(I) Primary segment information

The primary reportable segment is business segments.

Business segment

The Company is engaged in business 'Development and management of Real estate and Power distribution which are determined based on the internal organisation and management structure of the Company, its system of internal financial reporting and the nature of its risks and its returns. The board of directors of the Company has been identified as Chief Operating Decision Maker (CODM). CODM evaluates the Company's performance, allocate resources based on analysis of various performance indicators of the Company as disclosed below two operating segments.

a Real estate

Real estate comprises development of projects under Special Economic Zone (SEZ), Information Technology Parks and other commercial segments for the purpose of letting out to different customers. The Company has a project in Hyderabad for development of commercial park.

b Power distribution

The Company has a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad.

The Company has filed a Civil appeal on 15 November 2019 before the Hon'ble Supreme Court of India for obtaining the Deemed distribution licensee status in terms of Ministry of Commerce and Industry Notification dated 3 March 2010 and Sec 14(b) of the Electricity Act, 2003 to operate and maintain a power distribution system for supplying electricity to its consumers in the Company's SEZ project at Mindspace Cyberabad, Madhapur, Hyderabad. The Matter is pending before Hon'ble Supreme Court of India. Hence the business line has not started operations.

Major customers:

There is one customer who contributes more than ten per cent of revenue from operations of the Company Rs. 127.

Particulars	For the period ended 30 June 2021 (Unaudited)			Total
	Real estate	Power distribution	Unallocable	
Segment revenue	1,094	-	-	1,094
Segment result	868	(6)	(14)	848
Finance costs	(17)	-	(159)	(176)
Employee benefits expense	-	-	(2)	(2)
Interest income	18	-	1	19
Other income	-	-	-	-
Profit before tax	869	(6)	(174)	689
Tax	-	-	(203)	(203)
Profit after tax				486
Other information				
Segment assets	14,445	437	590	15,472
Segment liabilities	2,485	-	9,854	12,339
Capital expenditure	228	-	-	228
Depreciation	77	6	-	83



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

(II) Secondary segment information

The Company's operations are based in India and therefore the Company has only one geographical segment - India.

(III) Segment accounting policies

Segment accounting policies are in line with accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- (i) Segment revenue includes income directly identifiable with the segments.
- (ii) Expenses that are directly identifiable with the segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments and expenses which relate to the operating activities of the segment but are impracticable to allocate to the segment, are included under "Unallocable expenses".
- (iii) Income which relates to the Company as a whole and not allocable to segments is included in Unallocable Income and netted off from Unallocable expenses.
- (iv) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

32 Tax

Tax expense

(a) Amounts recognised in Statement of Profit and Loss

Particulars	For the Quarter ended 30 June 2021 (unaudited)
Provision for Income tax for the period	120
Deferred tax expense	83
Tax expense for the period	203



Sundew Properties Limited

{CIN: U70102TG2006PLC050883}

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

33 Related party disclosure

(A) Related party and their relationship:

Sr No	Category of related parties	Names
1	Parent	Mindspace Business Parks REIT
2	Fellow Subsidiary	K Raheja IT Park (Hyderabad) Limited Avacado Properties & Trading (India) Private Limited Mindspace Business Parks Private Limited Intime Properties Limited Gigaplex Estate Private Limited Horizonview Properties Private Limited KRC Infrastructure and Projects Private Limited
3	Key Management Personnel	Mr. Ravi Raheja Mr. Neel Raheja Mr. Vinod Rohira Ms. Preeti Chheda Mr. Venkat Narsimha Reddy Entireddy Ms. Swetha Jujavarapu (CFO) Mr. Venna Narayana Reddy (CEO) Ms. Saadiya Naidu (CS)
4	Entity providing KMP services	K Raheja Corp Investment Managers LLP
5	Entities controlled/jointly controlled by Key Managerial Personnel	Brookfields Agro & Development Pvt. Ltd. Cavalcade Properties Pvt. Ltd. Grange Hotels and Properties Pvt. Ltd. Immense Properties Pvt. Ltd. Novel Properties Pvt. Ltd. Pact Real Estate Pvt. Ltd. Paradigm Logistics & Distribution Pvt. Ltd. Sustain Properties Pvt. Ltd. Aqualine Real Estate Private Limited Feat Properties Private Limited Carin Properties Pvt. Ltd. Asterope Properties Private Limited Immense Properties Pvt. Ltd. Content Properties Private Limited Grandwell Properties and Leasing Private Limited Sundew Real Estate Pvt. Ltd.

(B) Transaction with related parties during the period:

The nature and volume of transactions of the Company with the above related parties were as follows:

Sl. No.	Particulars of transactions with related parties	For the Quarter ended 30 June 2021 (unaudited)
I.	Transactions during the period	
1	Loans repaid by Horizonview Properties Private Limited	100



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

Sl. No.	Particulars of transactions with related parties	For the Quarter ended 30 June 2021 (unaudited)
2	Loans repaid	
	Mindspace Business Parks REIT	420
3	Project Management Services / Business support services expense	
	K Raheja Corp Investment Managers LLP	29
4	Interest income	
	Gigaplex Estate Private Limited	3
	Horizonview Properties Private Limited	15
5	Interest expenses	
	Mindspace Business Parks REIT	76
6	Dividend paid	
	Mindspace Business Parks REIT	694
7	Miscellaneous income	
	Mindspace Business Parks REIT	0
8	Miscellaneous expenses	
	Mindspace Business Parks REIT	0
9	Property maintenance expense	
	KRC Infrastructure & Projects Private Limited	20
10	Rent income	
	Intime Properties Limited	0
	K. Raheja IT Park (Hyderabad) Limited	0
11	Directors' sitting fees	
	Neel C Raheja	0
	Ravi C Raheja	0
	Vinod N. Rohira	0
	Preeti Chheda	0
	Venkat Narsimha Reddy Ettireddy (TSIIC)	0

(C)	Balances with related parties :	As at 30 June 2021 (Unaudited)
1	Trade Payables	
	K Raheja Corp Investment Managers LLP	10
	Intime Properties Limited	2
	Mindspace Business Parks REIT	0
	Neel C Raheja	0
	Ravi C Raheja	0
	Vinod N. Rohira	0
	Preeti Chheda	0
	Venkat Narsimha Reddy Ettireddy (TSIIC)	0
2	Other receivables	
	Mindspace Business Parks REIT	0
	KRC Infrastructure & Projects Private Limited	10
3	Loan receivable	
	Gigaplex Estate Private Limited	195
	Horizonview Properties Private Limited	690
4	Loan payable	
	Mindspace Business Parks REIT	3,720
5	Interest payable	
	Mindspace Business Parks REIT	80
6	Trade Receivables	
	Intime Properties Limited	0
	K. Raheja IT Park (Hyderabad) Limited	0

(D) Non-Cash Transactions

Corporate guarantee extended by Parent towards loan taken from Bank:

Mindspace Business Parks REIT 4,529

Security and Corporate Guarantee extended to Parent for Debentures issued by Parent:

Mindspace Business Parks REIT 3,750



Sundew Properties Limited

(CIN: U701021G2006PLC050883)

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

34 Net Distributable Cash Flows (NDCF)⁽¹⁾

Sr. no.	Description	For the Quarter ended 30 June 2021 (unaudited)
1	Profit after tax as per Statement of profit and loss/income and expenditure (standalone) (A)	486
2	Add: Depreciation and amortisation as per Statement of profit and loss/income and expenditure	83
3	Add/less: Loss/gain on sale of real estate assets	-
4	Add: Proceeds from sale of real estate assets, liquidation of any other asset or investment (incl. cash equivalents) or any form of fund raise at the Asset SPV level adjusted for the following:	100
	<ul style="list-style-type: none"> • debts settled or due to be settled from sale proceeds • transaction costs • proceeds re-invested or planned to be reinvested in accordance with the REIT Regulations • any acquisition • investment in any form as permitted under the REIT Regulations as may be deemed necessary by the Manager	
5	Add: Proceeds from sale of real estate assets not distributed pursuant to an earlier plan to re-invest, if such proceeds are not intended to be invested subsequently	-
6	Add/less: Any other item of non-cash expense / non cash income (net of actual cash flows for these items), as may be deemed necessary by the Manager.	81
	For example, any decrease/increase in carrying amount of an asset or of a liability recognised in statement of profit and loss/income and expenditure on measurement of the asset or the liability at fair value, interest cost as per effective interest rate method, deferred tax, lease rents recognised on a straight line basis, etc.	
7	Add: Cash flow received from Asset SPV and investment entity, if any including (applicable for Holdco only, to the extent not covered above):	-
	<ul style="list-style-type: none"> • repayment of the debt in case of investments by way of debt • proceeds from buy-backs/ capital reduction 	
8	Add: Interest on borrowings from Mindspace REIT	6
9	Add/less: Other adjustments, including but not limited to net changes in security deposits, working capital, etc., as may be deemed necessary by the Manager	(195)
10	Less: Any expense in the nature of capital expenditure including capitalized interest thereon (to the parties other than Mindspace REIT), overheads, etc. ⁽¹⁾⁽²⁾	(96)
11	Less: Net debt repayment / (drawdown) / redemption of preference shares / debentures / any other such instrument / premiums / accrued interest / any other obligations / liabilities etc., to parties other than Mindspace REIT, as may be deemed necessary by the Manager	851
12	Less: Proceeds to shareholders other than Mindspace REIT through buyback of shares/ capital reduction/ dividend paid on preference or equity capital, buyback distribution tax if any paid on the same, and further including buyback distribution tax, if applicable on distribution to Mindspace REIT	(86)
	Total Adjustments (B)	744
	Net Distributable Cash Flows (C)=(A+B)	1,230

Notes

(1) The change in balance in of Book Overdraft disclosed under other current financial liabilities is not considered as distributable cash-flow and accordingly, it is adjusted while determining Net distributable cash flow for the quarter.

(2) During the quarter ended 30 June 2021, a total amount of Rs. 204 (Including Rs. 42 incurred during the quarter) has been transferred from capital expenditure to other adjustments pursuant to lease commencement of fit-outs.

(3) As per Chapter V, clause 16(a) of Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 as amended from time to time, the entity is required to distribute not less than 90% of net distributable cash flows of the entity to Mindspace REIT in proportion of its holding in the SPV subject to applicable provisions in the Companies Act, 2013. As per distribution policy adopted by the governing board of Mindspace REIT's Manager (K. Raheja Corp Investment Managers LLP), any proceeds to shareholders other than Mindspace REIT is reduced to arrive at net distributable cash flows (NDCF).

The above note has been prepared as per the distribution policy adopted by the governing board of Mindspace REIT's Manager, which is forming part of the Final offer document of Mindspace REIT and does not represent amount available for declaring dividend as per section 123 of the Companies Act, 2013 read with Declaration and Payment of Dividend Rules 2014.



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

(All amounts are in Rs. Millions unless otherwise stated)

35 Capital commitment and contingencies

	As at 30 June 2021 (unaudited)
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	319
Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services.	0
Demand for Non Payment of service tax on renting of fitouts and equipments	1
Demand for Non Payment of service tax on renting of fitouts and equipments	0

The Company has provided continuing guarantee in favour of the Debenture Trustee for discharge of the Debt by Mindspace Business Parks REIT (outstanding amount Rs.3,750).

Demand for Non Payment of service tax on renting of fitouts and equipments Rs.2 and Demand for Interest and Penalty on account of wrong availment of credit of service tax paid on input services Rs.0. The Company has filed an appeals with CESTAT and matter is pending.

Future Cash outflow in respect of above, if any, is determinable only on receipt of judgement / decisions pending with relevant authorities.

36 Interim Dividends

The Board of Directors, in its meeting on 22 June 2021 approved a interim dividend of Rs.29.69 per equity share, interim dividend of Rs 780 has been paid in June 2021.

37 Title litigation and irregularities

The Office of the Land Reforms Tribunal Cum Deputy Collector & Special Grade Revenue Divisional Officer, Attapur ("Tribunal") had, by letter dated 27 August 2009, sought information from the Company under Section 8(2) of the Andhra Pradesh Land Reforms (Ceiling on Agriculture Holdings) Act, 1973 ("APLRAC") in respect of the entire land parcel at Mindspace Madhapur.

The Revenue Department of the Government of Andhra Pradesh forwarded a Memo dated 5 September 2009 for furnishing of certain information to the Government of Andhra Pradesh, including information requested by the letter dated 27 August 2009. The Company had filed a detailed response on 30 September 2009 stating that (a) the land was originally granted by the Government of Andhra Pradesh to K Raheja IT Park Hyderabad Limited (KRIT) which was a joint venture company with Andhra Pradesh Industrial Infrastructure Corporation Limited, (b) the land was vested in the Company by way of demerger order of the Andhra Pradesh High Court, (c) the land has been declared as an SEZ and is therefore exempt from the local laws; (d) the land was shown as a non-agricultural land in the master plan of Hyderabad and is therefore not "land" covered under the APLRAC. The Tribunal issued a final notice to the Company in January 2012 requesting to submit a declaration for full and correct particulars of the lands held. The matter is currently pending before the Tribunal.



Sundew Properties Limited

(CIN: U70102TG2006PLC050883)

Notes to the Special purpose Condensed Interim Financial Statements for the quarter ended 30 June 2021 (Continued)

38 Assessment of possible impact resulting from Covid-19 (including impact of second wave)

The Management has considered the possible effects that may result from the pandemic relating to COVID-19 (including impact of second wave) on the operations and carrying amounts of property, plant and equipment, Investment Property, Investment Property Under Construction, Inventories, receivables and other assets. The Management, as at the date of approval of these financial statements, has used internal and external sources of information to determine the expected future impact of COVID-19 pandemic on the performance of the Company. The Management based on current estimates expects the carrying amount of the assets to be recovered. However, due to the evolving nature of the pandemic and its response by various government authorities the Management will continue to monitor developments to identify significant impacts, if any, on the operations.

39 Note: "0" represents value less than Rs. 0.5 million

For and on behalf of the Board of Directors
Sundew Properties Limited
CIN: U70102TG2006PLC050883



Vinod Rohira
Director
DIN : 00460667
Place : Mumbai
Date: 12 August 2021



Preeti Naveen Chheda
Director
DIN : 08066703



Venna Narayana Reddy
Chief Executive Officer



Swetha Jujavarapu **Saadiya Naidu**
Chief financial officer Company Secretary

Place : Hyderabad
Date: 12 August 2021

Sundew Properties Limited

Balance Sheet

Particulars	As at 30 June 2021 (Unaudited)	As at 31 March 2021 (audited)	As at 31 March 2020 (audited)	As at 31 March 2019 (audited)
ASSETS				
Non-current assets				
Property, plant and equipment	381	388	408	383
Capital work-in-progress	22	22	22	22
Investment property	12,229	11,602	11,010	8,092
Investment property under construction	95	774	495	1,239
Financial assets				
(i) Other financial assets	887	713	127	269
(ii) Loans	885	985	-	
Income tax assets (net)	253	253	443	373
Other assets	126	120	235	286
Total non-current assets	14,878	14,857	12,740	10,664
Current assets				
Inventories	4	5	5	6
Financial assets				
(i) Trade receivables	45	51	40	66
(ii) Cash and cash equivalents	177	125	66	49
(iii) Bank balances other than (ii) above	45	44	127	-
(iv) Loans	-	-	6,711	5,969
(v) Others financial assets	188	118	586	573
Other current assets	135	63	35	24
Total current assets	594	406	7,570	6,687
Total Assets	15,472	15,263	20,310	17,351
EQUITY AND LIABILITIES				
Equity				
Equity share capital	282	282	282	282
Other equity	2,851	3,145	2,913	2,081
Total equity	3,133	3,427	3,195	2,363
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	8,634	8,673	13,608	12,140
(ii) Lease liabilities	39	40	45	-
(iii) Other financial liabilities	677	488	417	125
Provisions	1	1	0	0

Deferred tax liabilities (net)	220	137	134	48
Other non-current liabilities	151	134	131	14
Total non-current liabilities	9,722	9,473	14,335	12,327
Current liabilities				
Financial liabilities				
(i) Borrowings	836	91	498	334
(ii) Lease liabilities	4	4	4	-
(iii) Trade payables				
(a) total outstanding dues of micro and small enterprises; and	4	7	12	7
(b) total outstanding dues of creditors other than micro and small enterprises	133	187	113	116
(iv) Other financial liabilities	1,572	2,004	2,077	2,157
Provisions	0	0	0	0
Income tax liabilities (net)	11	-	-	-
Other current liabilities	57	70	76	47
Total current liabilities	2,617	2,363	2,780	2,661
Total equity and liabilities	15,472	15,263	20,310	17,351

Statement of Profit and Loss

Particulars	Quarter ended 30 June 2021 (Unaudited)	Year ended 31 March 2021 (audited)	Year ended 31 March 2020 (audited)	Year ended 31 March 2019 (audited)
I Revenue from operations	1,094	3,452	2,993	2,911
II Other income	19	384	599	645
III Total income (I+II)	1,113	3,836	3,592	3,556
IV Expenses				
Employee benefits expense	2	6	12	5
Finance costs	176	931	1,132	1,192
Depreciation expense	83	299	247	445
Other expenses	163	594	666	650
Total expenses (IV)	424	1,830	2,057	2,292
V Profit before tax (III-IV)	689	2,006	1,535	1,264
VI Less: Tax expenses				
- Current tax	120	359	276	282
- Deferred tax expense	83	242	277	(177)
- MAT credit entitlement	-	(239)	(190)	(282)

VII Profit for the year (V-VI)	486	1,644	1,172	1,441
VII Other comprehensive income				
I				
(i) Items that will not be reclassified to Profit & Loss Remeasurements of defined benefit plans	-	0	0	(0)
(ii) Items that will be reclassified to Profit & Loss	-	(0)	0	(0)
	-	-	-	-
IX Total comprehensive income for the year (VII+VIII)	486	1,644	1,172	1,441

Statement of cash flows

Particulars	Quarter ended	Year ended	Year ended	Year ended
	30 June 2021 (Unaudited)	31 March 2021 (audited)	31 March 2020 (audited)	31 March 2019 (audited)
A Cash flow from operating activities				
Profit before tax	689	2,006	1,535	1,264
<i>Adjustments for</i>				
Depreciation expense	83	299	247	445
Finance costs	176	931	1,132	1,118
Interest income	(20)	(311)	(594)	(621)
(Gain) on sale of property, plant and equipment	-	-	-	(8)
Other comprehensive income	-	(0)	0	0
Gain on redemption of mutual fund units	(0)	(1)	-	-
Liabilities no longer written back	-	(24)	(0)	(3)
Advances written off	0	0	0	2
Provision for Doubtful Debts (net)	0	2	1	-
Operating profit before working capital changes	928	2,902	2,321	2,197
Movement in working capital				
Decrease/ (Increase) in inventories	1	(0)	1	0
Decrease/ (Increase) in trade receivables	6	(13)	26	(13)
(Increase)/Decrease in other financial assets and other assets	(331)	(630)	(37)	43
(Decrease)/Increase in trade payables	(57)	69	1	14

	(Decrease)/Increase in Other financial liabilities, other liabilities and provisions	(25)	113	383	61
	Cash generated from operations	522	2,441	2,695	2,302
	Direct taxes paid (net of refund received)	(109)	(170)	(345)	(286)
	Net cash flows generated from operating activities (A)	413	2,271	2,350	2,016
B	Cash flow from investing activities				
	Payments made for expenditure on Investment property under construction / Investment property	(43)	(770)	(2,153)	(1,249)
	Purchase of property, plant and equipment		(5)	(0)	(1)
	Proceeds from sale of property, plant and equipment				16
	Loans given to body corporates		(2,731)	(6,620)	(6,516)
	Investment in mutual fund	(190)	(1,017)	-	
	Proceeds from redemption of investment in mutual fund	190	1,018	-	
	Proceeds on repayment of loans given	100	8,457	5,879	5,808
	Interest received	23	837	620	495
	Balance with banks - in escrow account	(15)	-	-	
	Proceeds/ (Investments) in fixed deposit (net)	14	(24)	(22)	37
	Net cash flows generated from / (used in) investing activities (B)	79	5,765	(2,296)	(1,410)
C	Cash flows from financing activities				
	Repayment of non-current borrowings	(813)	(9,894)	(4,496)	(4,441)
	Proceeds from non-current borrowings	828	4,620	5,870	4,947
	Repayment of current borrowings	-	-	(1,300)	
	Proceeds from current borrowings	-	-	1,300	
	Finance costs paid	(106)	(880)	(1,231)	(1,102)
	Lease liability	(1)	(4)	(3)	
	Dividend paid(including DDT)	(780)	(1,412)	(340)	
	Net cash (used in) financing activities (C)	(872)	(7,570)	(200)	(596)
D	Net (Decrease) / Increase in cash and cash equivalents (A+B+C)	(380)	466	(146)	10
E	Cash and cash equivalents at the beginning of the year	34	(432)	(286)	(296)
F	Cash and cash equivalents at the end of the year (D + E)	(346)	34	(432)	(286)
	Reconciliation of Cash and cash equivalents with the Balance Sheet				

Particulars	Quarter ended	Year ended	Year ended	Year ended
	30 June 2021 (unaudited)	31 March 2021 (audited)	31 March 2020 (audited)	31 March 2019 (audited)
Notes				
1. Cash and cash equivalents				
Cash on hand	1	1	1	1
Balance with banks				
- in current accounts	176	14	16	11
Other Bank balances	-	110	49	37
Less : Bank Overdraft	(523)	(91)	(498)	(334)
	(346)	34	(432)	(286)

Schedule V
Resolutions (Board and Shareholder) for appointment of auditor

Sundew Properties Limited



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SUNDEW PROPERTIES LIMITED HELD ON WEDNESDAY, JULY 18, 2018 at 'PARISRAM BHAVANAM', 6TH FLOOR, M5-9-58/B FATEH MAIDAN ROAD, BASHEERBAGH, HYDERABAD – 500004

To appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration:

“RESOLVED THAT subject to the approval of the members at the ensuing Annual General Meeting of the Company, M/s Deloitte Haskins & Sells LLP, Mumbai, with registration number 117366W/W-100018 be and are hereby appointed as the Statutory Auditors of the Company to hold Office from the conclusion of the ensuing twelfth(12) Annual General Meeting till the conclusion of the seventeenth(17) Annual General Meeting of the Company to be held in the year 2023 , at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Deloitte Haskins & Sells LLP plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

For Sundew Properties Limited,

PREETI Digitally signed by
PREETI NAVEEN
CHHEDA
Date: 2021.08.27
15:38:44 +05'30'
NAVEEN
CHHEDA

**Preeti Chheda
Director
DIN: 08066703**

Place: Mumbai

CIN: U70102TG2006PLC050883

Regd. Office: Mindspace Cyberabad, S. No. 64(Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad, Telangana-500081. Phone: +91-40-6628 0000, Fax No. +91-40-6628 0065 Website: krahejacorp.com

Sundew Properties Limited



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THE 26TH DAY OF SEPTEMBER, 2018 AT ITS REGISTERED OFFICE.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s Deloitte Haskins & Sells LLP , Mumbai, with registration number 117366W/W-100018 be and are hereby appointed as the Statutory Auditors of the Company to hold Office from the conclusion of the ensuing twelfth Annual General Meeting till the conclusion of the seventeenth Annual General Meeting of the Company to be held in the year 2023 , at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Deloitte Haskins & Sells LLP plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

For Sundew Properties Limited

Ravi C Raheja
Director
DIN: 00028044

Mumbai
Date: 26th September, 2018



CIN : U70102TG2006PLC050883

Regd. Off. : Mindspace, Cyberabad, S.No.64 (Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad - 500 081.
Phone : +91-40-6628 0000 Fax : +91-40-6628 0065 Website : www.krahejacorp.com

Schedule VI
FORMAT OF APPLICATION FORM
Sundew Properties Limited

Registered Office: Mindspace Cyberabad, S. No. 64 (part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad- 500 081

Phone: +91-40-6628 0000, Fax No. +91-40-6628 0065

Corporate Office: Raheja Tower, Plot No. C-30, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

E-mail: debt@sundewproperties.com; Website: www.sundewproperties.com

APPLICATION FORM FOR PRIVATE PLACEMENT OF SENIOR, LISTED, RATED, SECURED, NON CUMULATIVE, TAXABLE, TRANSFERABLE, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF INR 1000,000 (RUPEES ONE MILLION) EACH (THE “DEBENTURES”) ON A PRIVATE PLACEMENT BASIS (THE “ISSUE”)

Date of Application: _____, 2021

Dear Sir/Madam,

We have received, read, reviewed and understood all the terms and conditions contained in the information memorandum dated _____ (“**Information Memorandum**”).

Now, therefore, we hereby agree to subscribe to such number of Debentures as mentioned hereunder in this application form, subject to the terms of issue of Debentures as specified in the Information Memorandum, and the Debenture Trust Deed executed by and between Sundew Properties Limited (**Issuer**), Mindspace REIT acting through its Investment Manager, K Raheja Corp Investment Manager LLP and Catalyst Trusteeship Limited dated _____ (**Debenture Trust Deed**). We undertake to make payment for the subscription of the Debentures in the manner provided in the Debenture Trust Deed and the Information Memorandum. We undertake that we will sign all such other documents and do all such other acts, if any, that may be reasonably required to be done on our part to enable us to be registered as the holder(s) of the Debentures which may be allotted to us.

We authorise you to place our name(s) on the Register of Debenture Holders of the Issuer that may be maintained in the depository system and to register our address(es) as given below.

The certified true copies of (i) Board resolution / letter of authorization, and (ii) specimen signatures of authorised signatories of the applicants, are enclosed herewith.

Capitalised terms, unless defined herein shall have the meaning given to the term in the Debenture Trust Deed and/or the Information Memorandum, as the context may require.

The details of the application are as follows:

	<i>In Figures</i>	<i>In words</i>	Date:
No. of Debentures			FOR OFFICE USE ONLY
Amount (Rs)			
			Date of receipt of
			Application Sl. No:

Name of Applicant	
Occupation/Business	
Nationality	
Complete address	
Phone number	
Email	
PAN	
IT Circle/Ward/District	
Bank account details	

I/We the undersigned, want to hold the Debentures of the Issuer in the dematerialised form. Details of my/our Beneficiary Account are given below:

DEPOSITORY NAME	NSDL ()	CDSL ()
DEPOSITORY PARTICIPANT NAME		
DP-ID		
BENEFICIARY ACCOUNT NUMBER		

Yours faithfully,

For _____

(Name and Signature of Authorised Signatory)

Enclosures: (i) Board resolution / letter of authorization

(ii) specimen signatures of authorised signatories of the applicants

INSTRUCTIONS

1. Application must be completed in full BLOCK LETTERS IN ENGLISH except in case of signature. Applications, which are not complete in every respect, are liable to be rejected.
2. Signatures should be made in English.
3. The Debentures are being issued at par to the face value. Full amount has to be paid on application per Debenture applied for. Applications for incorrect amounts are liable to be rejected. Face Value: INR 1000,000 (Rupees one million only) each.
4. Money orders or postal orders will not be accepted. The payments can be made by NEFT/RTGS, the details of which are given below. Payment shall be made from the bank account of the person subscribing. In case of joint-holders, monies payable shall be paid from the bank account of the person whose name appears first in the application.
5. No cash will be accepted.
6. The applicant should mention its permanent account number or the GIR number allotted to it under the Income Tax Act, 1961 and also the relevant Income-tax circle/ward/District.
7. Applications under power of attorney/relevant authority:.

In case of an application made under a power of attorney or resolution or authority to make the application a certified true copy of such power of attorney or resolution or authority to make the application and the memorandum and articles of association and/or bye-laws of the investor must be attached to the application form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason therefore. Further any modifications / additions in the power of attorney or authority should be notified to the Issuer at its registered office. Names and specimen signatures of all the authorised signatories must also be lodged along with the submission of the completed application.

8. An application once submitted cannot be withdrawn. The applications should be submitted during normal banking hours at the office mentioned below:

Address: Raheja Tower, , Block 'G', Plot No. C-30, Bandra Kurla Complex, Bandra (East) Mumbai 400051

Attention: Ms. Saadiya Naidu
9. The applications would be scrutinised and accepted as per the terms and conditions specified in this Information Memorandum.
10. Any application, which is not complete in any respect, is liable to be rejected.
11. The investor / applicant shall apply for the Debentures in electronic, i.e., dematerialised form only. Applicants should mention their Depository Participant's name, DP-ID and Beneficiary Account Number in the application form. In case of any discrepancy in the information of Depository/Beneficiary Account, the Issuer shall be entitled to not credit the beneficiary's demat account pending resolution of the discrepancy.
12. The applicant is requested to contact the office of the Issuer as mentioned above for any clarifications.

13. Over and above the aforesaid terms and conditions, the Debentures, if any issued under this Information Memorandum, shall be subject to the Information Memorandum, the Debenture Trust Deed and also be subject to the provisions of the constitutional documents of the Issuer.
14. Payments must be made by RTGS to the Bank Account (ICCL):

Beneficiary Name	INDIAN CLEARING CORPORATION LTD
Name of Beneficiary Bank	ICCLEB
Account number of Beneficiary Bank	ICICI Bank
IFSC Code of Beneficiary Bank	ICIC0000106

Schedule VII

Details of Mortgaged Immoveable Properties

(I) Building No. 20

- (a) Building no. 20 admeasuring in the aggregate 7,09,165 square feet carpet area (“**Building 20**”) and all common areas **within** Building 20 (save and except the 11,974 square feet area of the cafeteria located on the stilt floor (the “**Cafeteria**”) and the 1520 square feet area of the SEZ office area located on the stilt floor (the “**SEZ Office**”) of Building 20 and all common areas, usage and access rights appurtenant to the Cafeteria and/or the SEZ Office in Building 20), i.e. an aggregate area of 6,95,671 square feet carpet area, situated in a notionally demarcated sub-plot within the SEZ Land at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, which sub-plot is bounded today as follows:

On or towards the North :	By 36 Mtr. wide road
On or towards the South :	By Neighbour’s property
On or towards the East :	By Neighbour’s property
On or towards the West :	Sub-plot of building no. 14

- (b) Building 20 Land;
- (c) All covered and open parking spaces in Building 20 (excluding any covered and open parking spaces proportionate to the area of the Cafeteria and the SEZ Office); and
- (d) The non-exclusive usage and access rights to common areas and common utilities in the SEZ Land as are appurtenant, necessary and incidental to the use of Building 20,

together with all structures including the constructed buildings, erections, and constructions of every description which are standing, erected or attached to the earth or permanently fastened to anything attached to the earth, whether now standing on the Building 20 Land or attached thereto, erected or attached or which shall at any time hereafter both present and future, including any additional / future development on Building 20 at any time save and except the area of the Cafeteria and the SEZ Office units located in Building 20 (and all common areas, usage and access rights appurtenant to the Cafeteria and/or the SEZ Office in Building 20), until the complete discharge of Debt in accordance with this Deed and other Transaction Documents, be erected or standing thereon, or attached thereto, all rights to use common areas, facilities and incidentals attached thereto, fences, hedges, ditches, ways, sewers, drains, watercourses, liberties, privileges, easements and appurtenances whatsoever to the said lands, hereditaments or premises or any part thereof whether presently in existence or in the future belonging to or in any way appurtenant thereto or usually held, occupied or enjoyed therewith or expected to belong or be appurtenant thereto AND ALL the estate, right, title, interest, property, claim and demand whatsoever of the Issuer into and upon the same, which description shall include all properties of the above description whether presently in existence, constructed or acquired hereafter.

(II) Building No. 12B

- (a) (i) Unit No.1301 admeasuring 22,069 square feet carpet area or thereabouts; (ii) Unit No.1302 admeasuring 16,296 square feet carpet area or thereabouts on the 13th floor; and (iii) Unit No. 1401 admeasuring 37,050 square feet carpet area or thereabouts on the 14th floor of Building No. 12B (“**Building 12B**”) (and the common areas, usage and access rights appurtenant to the 13th and 14th floor of Building 12B) situated in a notionally demarcated sub-plot of the SEZ Land at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, Hyderabad, which sub-plot is bounded today as follows:

On or towards the North by :	Neighbors property.
On or towards the South by :	By 36/30 mts wide road
On or towards the East by :	Sub-plot of building no. 12C
On or towards the West by :	Sub-plot of building no. 12A

The undivided proportionate share in Building 12 B Land relating to 13th and 14th floors of Building 12B;

- (b) All covered and open parking spaces proportionate to 13th and 14th floors of Building 12B; and
- (c) The non-exclusive usage and access rights to common areas and common utilities in the SEZ Land as are appurtenant, necessary and incidental to the use of 13th and 14th floors of Building 12B.

Sundew Properties Limited



Schedule VIII

Share-holding pattern of the Issuer and Allotment History

(Equity Shares of Rs. 10/- each)

Sl. No.	Name of the Shareholder	No. of Shares	Percentage (%)
1	Mindspace Business Parks REIT (acting through its trustee namely Axis Trustee Services Limited)	25,071,870	89.00
2	Mindspace Business Parks REIT jointly with Ravi C. Raheja *	1	0.00
3	Mindspace Business Parks REIT jointly with Neel C. Raheja*	1	0.00
4	Mindspace Business Parks REIT jointly with Vinod N. Rohira*	1	0.00
5	Mindspace Business Parks REIT jointly with Preeti N. Chheda*	1	0.00
6	Mindspace Business Parks REIT jointly with Pankaj C. Gupta*	1	0.00
7	Andhra Pradesh Industrial Infrastructure Corporation Ltd.	3,098,775	11.00
	Total	28,170,650	100.00

**held as nominees of Mindspace Business Parks REIT*

For and on behalf of Sundew Properties Limited

PREETI
NAVEEN
CHHEDA

Digitally signed by
PREETI NAVEEN
CHHEDA
Date: 2021.08.20
14:57:33 +05'30'

Preeti Chheda
Director
DIN: 08066703

CIN: U70102TG2006PLC050883

Regd. Office: Mindspace Cyberabad, S. No. 64(Part), Next to VSNL Building, Hitech City, Madhapur, Hyderabad, Telangana-500081. Phone: +91-40-6628 0000, Fax No. +91-40-6628 0065 Website:

krahejacorp.com

18	Chalet Hotels Ltd								4,39,246	4,39,246				
19	Genext Hardware & Parks Pvt. Ltd.									4,39,246	2,13,880	5408784	-2,25,366	54,08,784
20	Mr. Chandru L. Raheja jointly with Mrs. Jyoti C. Raheja**										2,13,880	51,33,120	-25,39,786	28,07,214
21	BREP VIII SBS Pearl Holding (NQ) Ltd												5,709	5,709
22	BREP ASIA SBS Pearl Holding (NQ) Ltd.												9,296	9,296
23	BREP ASIA SG Pearl Holding (NQ) Pte. Ltd.												42,10,592	42,10,592
		10,000	-	9,85,050	1,00,665	-					-	2,70,43,824	-	2,81,70,650
												0		
	Pricing													
	Face Value	10	10	10	10	10								
	Premium				4124.708826									
	Total	10	10	10	4,135	10								-
	Share Capital	1,00,000	-	98,50,500	10,06,650	-	2,87,110		43,92,460	43,92,460		27,04,38,240		
	Security Premum	-	-	-	41,52,13,814	-								65,51,89,814

** held by the said registered owners for and on behalf of the Beneficiaries of Ivory Property Trust

CTL/21-22/2445

DUE DILIGENCE CERTIFICATE AT THE TIME OF FILING THE DRAFT OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM

To,

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001.

Dear Sir / Madam,

SUB.: **Issue of 4,000 (Four Thousand) Senior, Listed, Rated, Secured, Non-Cumulative, Taxable, Transferable, Redeemable Non-Convertible Debentures of Face Value of INR 1000,000/- (Rupees One Million) each, for an aggregate principal amount of upto INR 4000,000,000/- (Rupees Four Thousand Million Only) on a private placement basis by Sundew Properties Limited.**

We, the debenture trustee(s) to the above-mentioned forthcoming issue state as follows:

- 1) We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
- 2) On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications, WE CONFIRM that:
 - a) The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued.
 - b) The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies).
 - c) The Issuer has made all the relevant disclosures about the security and also its continued obligations towards the holders of debt securities.
 - d) Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document or private placement memorandum/ information memorandum and all disclosures made in the offer document or private placement memorandum/ information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.
 - e) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document or private placement memorandum/ information memorandum.



- f) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

Place: Mumbai

Date: September 07, 2021

For Catalyst Trusteeship Limited

For CATALYST TRUSTEESHIP LIMITED


Authorised Signatory

Authorised Signatory



CTL/21-22/2445/1

DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE DEBENTURE TRUSTEE BEFORE OPENING OF THE ISSUE

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400 001

Dear Sir / Madam,

SUB.: **Issue of 4,000 (Four Thousand) Senior, Listed, Rated, Secured, Non-Cumulative, Taxable, Transferable, Redeemable Non-Convertible Debentures of Face Value of INR 1000,000/- (Rupees One Million) each, for an aggregate principal amount of upto INR 4000,000,000/- (Rupees Four Thousand Million Only) on a private placement basis by Sundew Properties Limited.**

We, the Debenture Trustee (s) to the above mentioned forthcoming issue state as follows:

- (1) We have examined documents pertaining to the said issue and other such relevant documents.
- (2) On the basis of such examination and of the discussions with the issuer, its directors and other officers, other agencies and of independent verification of the various relevant documents,

WE CONFIRM that:

- (a) The issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued.
- (b) The issuer has obtained the permissions / consents necessary for creating security on the said property (ies).
- (c) The issuer has made all the relevant disclosures about the security and also its continued obligations towards the holders of debt securities.
- (d) All disclosures made in the offer document with respect to the debt securities are true, fair and adequate to enable the investors to make a well informed decision as to the investment in the proposed issue.

Yours faithfully,

For Catalyst Trusteeship Limited

For CATALYST TRUSTEESHIP LIMITED

Authorised Signatory

Authorised Signatory

Place: Mumbai

Date: September 07, 2021

