

Auditor's Certificate

Date : 17-12-2024

To,
The Board of Directors
Palm Meadows Club Private Limited
No. 2/4, Langford Garden,
Richmond Town, Bengaluru - 560025,
Karnataka, India.

Independent Auditor's Report on the accounting treatment in the books of Palm Meadows Club Private Limited as specified in the composite scheme of arrangement amongst Adarsh Ecstasy Projects Private Limited ("Transferor Company 1"), Adarsh Haven Private Limited ("Transferor Company 2"), Adarsh Realty And Hotels Private Limited ("Transferor Company 3"), Akarsha Prime Project Private Limited ("Transferor Company 4"), Akarshak Realty Private Limited ("Transferor Company 5"), Shivakar Developers Private Limited ("Transferor Company 6"), Shivakar Infra Private Limited ("Transferor Company 7"), Shreshta Apartments Private Limited ("Transferor Company 8"), Vismaya Builders And Developers Private Limited ("Transferor Company 9"), Vismaya Superprojects Private Limited ("Transferor Company 10"), Bangalore Best Realty Private Limited ("Transferor Company 11"), Adarsh Nest Private Limited ("Transferor Company 12"), Akarsha Realty Private Limited ("Transferor Company 13" or "Demerged Company 5"), Adarsh Nivaas Private Limited ("Transferee Company 1" or "Demerged Company 1"), Akarsh Residence Private Limited ("Demerged Company 2"), Shreshta Infra Projects Private Limited ("Demerged Company 3"), Alekhya Property Developments Private Limited ("Transferee Company 2" or "Resulting Company 1"), Varin Infra Projects Private Limited ("Transferee Company 3" or "Demerged Company 4"), Palm Meadows Club Private Limited ("PMCPCL" or "Resulting Company 2" or "Company") and Kalpak Superprojects Private Limited ("Resulting Company 3") and their respective shareholders under section 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act ("Scheme") and SEBI Master Circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024, as amended from time to time ("SEBI Circular").

1. In relation to the accounting treatment in the books of Palm Meadows Club Private Limited as specified in the Scheme, we, the statutory auditors of the Company certify that the proposed accounting treatment specified in "Para 10 to Part E" of the Scheme, the extract of which is reproduced under Appendix I of Annexure A is in conformity with the applicable Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act and other generally accepted accounting principles in India.
2. The responsibility for the preparation of the Scheme and compliance with relevant laws and regulations, including applicable Indian Accounting Standards as aforesaid, is that of the management/board of directors of the companies involved. Our responsibility is



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VANKADARI ASSOCIATES

Chartered Accountants

to examine and report whether the Scheme complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

3. This Certificate is issued at the request of the management of the Company pursuant to the requirements of the SEBI Regulations for onward submission to the BSE Limited, SEBI and the National Company Law Tribunal ("NCLT") and any other regulatory authorities in relation to the Scheme. This certificate should not be used for any other purpose without our prior written consent.
4. This certificate should be read together with Annexures of even date attached herewith (Annexure A and Appendix I).

For and on behalf of
Vankadari associates

Designation: Proprietor

Date:17-12-2024

Firm registration number: 004507S

Place: Bangalore

UDIN: 24025629BKFXWB8504



Enclosed:

1. Annexure A: Independent Auditor's Certificate on the proposed accounting treatment in the books of Palm Meadows Club Private Limited; and
2. Appendix I to Annexure A - Extract from the Scheme Part E Para 10 - Accounting treatment in the books of the Palm Meadows Club Private Limited.



Annexure A to Auditor's Report

Date : 17-12-2024

To,
The Board of Directors
Palm Meadows Club Private Limited
No. 2/4, Langford Garden,
Richmond Town, Bengaluru - 560025,
Karnataka, India.

Independent Auditor's Report on the accounting treatment in the books of Palm Meadows Club Private Limited as specified in the composite scheme of arrangement amongst Adarsh Ecstasy Projects Private Limited ("Transferor Company 1"), Adarsh Haven Private Limited ("Transferor Company 2"), Adarsh Realty And Hotels Private Limited ("Transferor Company 3"), Akarsha Prime Project Private Limited ("Transferor Company 4"), Akarshak Realty Private Limited ("Transferor Company 5"), Shivakar Developers Private Limited ("Transferor Company 6"), Shivakar Infra Private Limited ("Transferor Company 7"), Shreshta Apartments Private Limited ("Transferor Company 8"), Vismaya Builders And Developers Private Limited ("Transferor Company 9"), Vismaya Superprojects Private Limited ("Transferor Company 10"), Bangalore Best Realty Private Limited ("Transferor Company 11"), Adarsh Nest Private Limited ("Transferor Company 12"), Akarsha Realty Private Limited ("Transferor Company 13" or "Demerged Company 5"), Adarsh Nivaas Private Limited ("Transferee Company 1" or "Demerged Company 1"), Akarsh Residence Private Limited ("Demerged Company 2"), Shreshta Infra Projects Private Limited ("Demerged Company 3"), Alekhya Property Developments Private Limited ("Transferee Company 2" or "Resulting Company 1"), Varin Infra Projects Private Limited ("Transferee Company 3" or "Demerged Company 4"), Palm Meadows Club Private Limited ("PMCPL" or "Resulting Company 2" or "Company") and Kalpak Superprojects Private Limited ("Resulting Company 3") and their respective shareholders under section 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act ("Scheme") and SEBI Master Circular SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024, as amended from time to time ("SEBI Circular").

1. This report is issued in accordance with the terms of our engagement letter dated [•].
2. We have been requested by the management of Palm Meadows Club Private Limited, to issue a certificate in relation to the proposed accounting treatment as specified in Paragraph 10 to Part E of the Scheme involving demerger of Demerged Undertaking 4 (as defined in the Scheme) of Varin Infra Private Limited with and into Resulting Company 2, wherein, the consideration for demerger shall be discharged by Alekhya Property Developments Private Limited (being the holding company of the Resulting Company 2) with reference to its compliance with the applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant Rules issued thereunder and other generally accepted accounting principles in India.



3. The Scheme is subject to the approval of the requisite majority of shareholders, creditors of the Company and the National Company Law Tribunal ("NCLT"), SEBI, Stock exchange and other statutory and regulatory authorities, as applicable. The appointed date for the purpose of this Scheme is 1st April 2024.

Management's Responsibility

4. The preparation of the Scheme as reproduced in the Appendix I and its compliance with the relevant provision of the Act, and regulations, including the applicable Ind AS read with the Rules made, issued thereunder and the Generally Accepted Accounting Principles in India is the responsibility of the management of the companies involved, including the preparation and maintenance of all accounting and other relevant supporting records and documents.
5. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme as reproduced in Appendix I and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
6. The Company's management is also responsible for ensuring that the Company complies with the requirements of Act and providing all relevant information with respect to the Scheme to the NCLT.

Auditor's responsibility

7. Pursuant to the requirements of provisions of Section 232 of the Act, our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in Para 10 to Part E of the Scheme and as reproduced in Appendix I to this certificate is in conformity with the Ind AS prescribed under Section 133 of the Act read with the rules issued thereunder and other generally accepted accounting principles in India.
8. We conducted our examination of the proposed accounting treatment referred to in Para 10 to Part E of the Scheme and reproduced under Appendix I to this certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note), issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. As per section 232(6) of the Act, the Scheme has to provide for the appointed date from



which the Scheme shall be deemed to be effective. The Company has accordingly proposed the appointed as date as 1st April 2024.

11. Based on our examination and according to the information and explanations given to us and appropriate representations obtained from the Company, the proposed accounting treatment referred to in Para 10 to Part E of the Scheme and as reproduced in Appendix I to this certificate, initialed and stamped by us for the purposes of identification only, is in conformity with the applicable Accounting Standards prescribed under Section 133 of the Act and other generally accepted accounting principles in India.

Restriction of use

12. This Certificate is issued at the request of the management of the Company solely for the purpose of onward submission to the NCLT and any other regulatory authority in relation to the Scheme pursuant to the requirements of Sections 230 to 232 of the Act read with relevant rules issued thereunder. Our certificate should not be used by other person or for any other purpose.
13. 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 certificate is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of
Vankadari Associates

Designation: Proprietor

Date: 17-12-2024

Firm registration number: 004507S

Place: Bangalore

UDIN: 24025629BKFXWB8504



Appendix I - Extract of "Accounting treatment" as per Para 10 to Part E of Scheme

10. ACCOUNTING TREATMENT FOR DEMERGER IN THE BOOKS OF RESULTING COMPANY 1 AND RESULTING COMPANY 2

... ..

- 10.2. Upon the coming into effect of the Scheme, and with effect from the Appointed Date, but after the Amalgamation 2 has been given effect to in terms of Part D of this Scheme, the Resulting Company 2 shall account the demerger of Demerged Undertaking 4 of Demerged Company 4 in its books of accounts in accordance with Appendix C of Indian Accounting Standard - 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India in the following manner:
- 10.2.1. Resulting Company 2 shall record the assets, liabilities and reserves pertaining to the Demerged Undertaking 4, transferred to and vested in it pursuant to this Scheme, at their respective book values, as on the Appointed Date subject to clause 10.2.4 and 10.2.6 of Part E;
- 10.2.2. The identity of the reserves of the Demerged Undertaking 4 shall be preserved and the Resulting Company 2 shall record the reserves of the Demerged Company 4 in the same form and at the same values as they appear in the financial statements of the Demerged Company 4;
- 10.2.3. Resulting Company 2 shall record the fair value of equity shares issued by Resulting Company 1 as deemed equity contribution. Resulting Company 2 would compute the purchase consideration in accordance with the principles of Ind AS 103 which shall be the fair value of the equity shares issued by Resulting Company 1;
- 10.2.4. In case of differences, if any, in accounting policies or accounting treatment/ classification of the assets, liabilities and reserves between Demerged Company 4 and the Resulting Company 2 with respect to Demerged Undertaking 4, the accounting policies or accounting treatment/ classification followed or deemed appropriate by the Resulting Company 2, basis the business objective and intent of the Resulting Company 2, shall prevail to ensure harmonization in the accounting policies or accounting treatment/ classification so that the financial statements of the Resulting Company 2 reflect the financial position on the basis of consistent accounting policies or accounting treatment/ classification;
- 10.2.5. The difference between the book value of assets and liabilities acquired from Demerged Undertaking 4 by Resulting Company 2 and the purchase consideration as computed in clause 10.2.3 of Part E shall be debited or credited, as the case may be, to the capital reserve of the Resulting Company 2; and
- 10.2.6. To the extent there are inter-corporate loans or advances or dues or balances between the Demerged Company 4, and the Resulting Company 2, the obligations in respect thereof shall come to an end and shall stand cancelled without any further act or deed, upon the Scheme coming into effect and corresponding effect shall be given in the books of account and records of the Resulting Company 2 for the reduction of any assets or liabilities, as the case may be.
- 10.3. The financial information presented in the financial statements of Resulting Company 2 with respect to prior periods shall be restated as if the demerger had occurred from the beginning of the preceding period in the financial statements irrespective of the Appointed Date.
- 10.4. Any matter not dealt with in clause 10 of Part E shall be dealt with in accordance with the applicable accounting standards to Resulting Company 2.



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