MAX ESTATES

MAX ESTATES LIMITED

(Our Company was incorporated as "Max Estates Limited" on March 22, 2016 in the State of Punjab as a public limited company under the provisions of the Companies Act, 2013 with the Registrar of Companies, Chandigarh ("**ROC**"). The Corporate Identification Number of the Company is U70200PB2016PLC040200. For further details about our Company, see "History and Certain Other Corporate Matters" on page 94)

Registered Office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Dist. S.B.S. Nagar (Nawanshehr), Punjab – 144533, India
Corporate Office: Max Towers, L-15, C-001/A/1, Sector – 16B, Gautam Buddha Nagar, Noida – 201301, Uttar Pradesh, India
Tel: +91 120 474 3222; **Website:** www.maxestates.in
Contact Person: Mr. Abhishek Mishra, Company Secretary and Compliance Officer; **E-mail:** secretarial@maxestates.in

PROMOTERS OF OUR COMPANY

MR. ANALJIT SINGH, MS. NEELU ANALJIT SINGH, MS. PIYA SINGH, MR. VEER SINGH, MS. TARA SINGH VACHANI, MR. SAHIL VACHANI, MAX VENTURES INVESTMENT HOLDINGS PRIVATE LIMITED AND SIVA ENTERPRISES PRIVATE LIMITED

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

INFORMATION MEMORANDUM FOR LISTING OF 14,71,34,544 EQUITY SHARES OF FACE VALUE ₹10/- (RUPEES TEN ONLY) EACH ISSUED BY MAX ESTATES LIMITED PURSUANT TO THE COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST MAX VENTURES AND INDUSTRIES LIMITED ("MVIL" OR "TRANSFEROR COMPANY") AND MAX ESTATES LIMITED ("OUR COMPANY" OR "ISSUER" "MEL" OR "TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ("SCHEME") PURSUANT TO SECTIONS 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by 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 14.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

These Equity Shares of our Company are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). NSE shall be the Designated Stock Exchange for the issue. The Issuer shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time to the extent applicable to it on a continuous basis. The Company has submitted this Information Memorandum with BSE and NSE and same will be available at the website of the Company viz. www.maxestates.in. The Information Memorandum will also be available on the website of BSE at www.bseindia.com and at NSE at www.nseindia.com. The issue shall be subject to the provisions of the Companies Act, 2013 the Rules notified thereunder, the Memorandum of Association and Articles of Association of the Issuer, the terms and conditions of the Information Memorandum filed with the Stock Exchanges and other documents in relation to the issue.

REGISTRAR AND TRANSFER AGENT TO THE ISSUE

MASS

MAS Services Limited
Address: T-34, IInd Floor
Okhla Industrial Area
Phase-II, New Delhi 110020
Tel: +91 11 4132 0336; **Fax:** +91 11 2638 7384
Website: www.masserv.com
E-mail: investor@masserv.com
Contact Person: Mr. Sharwan Mangla
SEBI Registration No: INR000000049

Max Estates Limited

Abhishek

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Max Estates Limited

DEFINITIONS, ABBREVIATIONS AND INDUSTRY RELATED TERMS

This Information Memorandum uses certain definitions, abbreviations, and terms, which, unless the context otherwise indicates or implies, shall have the meanings ascribed to them herein, and references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification will include any amendments or reenactments thereto, from time to time.

Further, unless the context otherwise indicates, all references in this Information Memorandum to "the Issuer", "our Company", "the Company" or "MEL" or "we" or "us" or "our" are to Max Estates Limited and references to "you" are to the Eligible Investors, as the case may be, in the Equity Shares.

COMPANY RELATED TERMS

Term	Description
₹ / Rs. / INR / Rupees / Indian Rupees	The lawful currency of the Republic of India
Articles / Articles of Association / AOA	The Articles of Association of our Company, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with the SEBI Listing Regulations and the Companies Act, 2013. For details, see the chapter titled "Our Management" on page 113.
Board of Directors/ the Board / our Board	The Board of Directors of Max Estates Limited and its committees
Company / our Company / MEL/ Issuer/ we / us / our	Unless the context otherwise requires, refers to, Max Estates Limited, a public limited company incorporated under the Companies Act, 2013
Chief Financial Officer	Chief Financial Officer of our Company, Mr. Nitin Kumar
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, Mr. Abhishek Mishra
Corporate Office	Corporate office of our Company is situated at Max Towers, L-15, C-001/A/1, Sector – 16B, Gautam Buddha Nagar, Noida - 201301, Uttar Pradesh, India
Directors / our Directors	The Director(s) of Max Estates Limited, unless otherwise specified
Equity Shares	Equity shares of our Company of face value of ₹10 (Rupees Ten Only) each
ESOP 2016	Max Ventures and Industries Employee Stock Plan 2016/MVIL ESOP 2016 approved by the shareholders of Max Ventures and Industries Limited in their Annual General Meeting held on September 27, 2016, and as adopted by the Company from the Effective Date of the Scheme in accordance with Clause 19 of the Scheme
Independent Director	A Non-Executive, Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 who are currently on the Board of our Company
Group Companies	Such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during financial year 2022-23, as covered under IndAS – 24. For details, see chapter titled "Group Companies" on page 135.
Key Managerial Personnel	The Key Managerial Personnel of the Company appointed in accordance with the provisions of SEBI ICDR Regulations and the Companies Act, 2013 and as identified in chapter titled "Our Management" beginning on page 113.
Memorandum / Memorandum of Association / MOA	The Memorandum of Association of our Company, as amended from time to time

Max Estates Lim

Term	Description
Nomination and Remuneration Committee	The committee of the Board of Directors constituted in accordance with the SEBI Listing Regulations and the Companies Act, 2013. For details, see chapter titled "Our Management" on page 113.
Non-Executive Director(s)	A Non-Executive director of our Company, unless otherwise specified.
Promoter	The Promoters of our Company, viz, Mr. Analjit Singh, Ms. Neelu Analjit Singh, Ms. Piya Singh, Mr. Veer Singh, Ms. Tara Singh Vachani, Mr. Sahil Vachani, Max Ventures Investment Holdings Private Limited and Siva Enterprises Private Limited. For details, see the chapter titled "*Our Promoters and Promoter Group*" on page 125.
Promoter Group	Persons and entities constituting our promoter group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations. For details, see the chapter titled "*Our Promoters and Promoter Group*" on page 125.
Registered Office / our Registered Office	Registered Office of our Company is situated at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Dist. S.B.S. Nagar (Nawanshehr), Punjab – 144533
Risk Management and Sustainability Committee	Risk Management and Sustainability Committee as constituted by the Board of Directors
RoC	Registrar of Companies, Punjab and Chandigarh at Chandigarh
Shareholder(s)	The holder(s) of Equity Shares of our Company, unless otherwise specified in the context thereof
Governmental Authority	Any (a) government (central, state or otherwise) or sovereign state; (b) any governmental agency, semi-governmental or judicial or quasi-judicial or administrative entity, department or authority, or any political subdivision thereof; and (c) international organisation, agency or authority, or including, without limitation, any stock exchange or any self-regulatory organization, established under any Applicable Law
Statutory Auditors / Auditors	The current statutory auditors of our Company, M/s. S. R. Batliboi & Co. LLP
Subsidiaries or Our Subsidiaries	Subsidiaries of our Company within the meaning of section 2(87) of the Companies Act, 2013 and more fully described in the chapter titled "History and Certain Other Corporate Matters" beginning on page 94.
Stakeholders Relationship Committee	The committee of the Board of Directors constituted as the Company's stakeholders' relationship committee in accordance with the SEBI Listing Regulations and the Companies Act, 2013. For details, see the chapter titled "Our Management" on page 113.

SCHEME RELATED TERMS

Term	Description
Transferor Company	Max Ventures and Industries Limited or MVIL
Transferee Company	Our Company, Max Estates Limited or MEL
Allotment/ Allot/ Allotted	The issue and allotment of Equity Shares of the Company to Eligible Shareholders pursuant to the Scheme
Allottees	Eligible Shareholders, to whom the Equity Shares of the Company are Allotted, pursuant to the Scheme
Allotment Advice	The communication sent to the Allottees conveying details of Equity Shares allotted to the Allottees in accordance with the Basis of Allotment
Applicable Laws	Any statute, notification, by-laws, rules, regulations, guidelines, common law, policy, code, directives, ordinance, schemes, notices, orders or instructions, laws enacted or issued or sanctioned by any appropriate authority in India including any modifications or re-enactment thereof for the time being in force.
Appointed date	April 01, 2022

Term	Description
Audited Financial Statements / Audited Financial Information / Financial Statements / Financial Information	The Audited Consolidated Financial Statements of our Company which includes its Subsidiaries, as at and for the period ended June 30, 2023 and March 31, 2023 which comprises of the consolidated balance sheet as at June 30, 2023 and March 31, 2023, the consolidated statement of profit and loss, including other comprehensive income, the consolidated cash flow statement and the consolidated statement of changes in equity for the period ended June 30, 2023 and March 31, 2023 and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information, prepared in accordance with Ind AS The Audited Standalone Financial Statements of our Company as at and for the period ended June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 which comprises of the standalone balance sheet as at June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the standalone statement of profit and loss, including other comprehensive income, the standalone cash flow statement and the standalone statement of changes in equity for the period ended June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information, prepared in accordance with Ind AS. For details, see "Financial Statements" on page 146.
BSE	BSE Limited
Calendar Year	Year starting from January 01 and ending on December 31
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Date of Allotment	August 18, 2023
Depositories Act	The Depositories Act 1996, as amended from time to time
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL)
Designated Stock Exchange	National Stock Exchange of India Limited
DP / Depository Participant	A depository participant as defined under the Depositories Act
Draft Information Memorandum	The draft information memorandum dated August 30, 2023, filed with the Stock Exchanges
Effective Date / upon the Scheme becoming effective / effectiveness of the Scheme / upon the Scheme coming into effect	Monday, July 31, 2023
Eligible Shareholders	Shall mean eligible holder(s) of the equity shares of MVIL as on the Record Date who are entitled to be issued Equity Shares of the Company pursuant to the Scheme
Equity Shares	Equity shares of our Company of face value of ₹10 each
ESOP 2016	Max Ventures and Industries Employee Stock Plan 2016 adopted by our Company from the Effective Date of the Scheme in accordance with Clause 19 of the Scheme
Information Memorandum	The information memorandum dated October 23, 2023 filed with the Stock Exchanges.
Issue	Issuance of 14,71,34,544 Equity Shares by MEL of the face value of ₹10 each aggregating to ₹ 147,13,45,440/- in pursuance to the Scheme
Issue Size	14,71,34,544 Equity Shares of the face value of ₹10 each, to be issued amounting to a total of ₹ 147,13,45,440/-

Max Estates Limited

Term	Description
Listing Agreement	The uniform listing agreement entered into between our Company and the Stock Exchanges in connection with the listing of Equity Shares of our Company
Net Worth	Net Worth of our Company, in terms of Regulation 2(1)(hh) of the SEBI ICDR Regulations
NCLT / Tribunal	The National Company Law Tribunal, Chandigarh Bench
NSE	National Stock Exchange of India Limited
Record Date	Friday, August 11, 2023
Registrar / RTA / Share Transfer Agent	MAS Services Limited
Registrar Agreement/Memorandum of Understanding	Memorandum of Understanding dated August 18, 2023 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Scheme of Arrangement/Scheme	Composite Scheme of Amalgamation and Arrangement between Max Ventures and Industries Limited ("MVIL" or "Transferor Company") with Max Estates Limited ("MEL" or "Transferee Company") and their respective Shareholders and Creditors pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013
Stock Exchange(s)	BSE and NSE
Tripartite Agreements	Tripartite agreement dated June 09, 2022 among our Company, the Registrar and CDSL and tripartite agreement dated June 09, 2022 among our Company, the Registrar and NSDL
Wilful Defaulter	Includes wilful defaulters as defined under Regulation 2(1)(lll) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended

CONVENTIONAL, GENERAL AND INDUSTRY TERMS / ABBREVIATIONS

Term	Description
AGM	Annual General Meeting
AS	Accounting Standards
BSE	BSE Limited
CCP	The Code of Civil Procedure, 1908
CII	Competition Commission of India
CIN	Corporate Identification Number
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 2013, read with the rules, regulations, clarifications, and modifications thereunder, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and CDSL
Depository Participant / DP	Depository Participant as defined under the Depositories Act
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP ID	Depository Participant Identity
EGM	Extra-ordinary General Meeting
EPCG	Export Promotion Capital Goods
EPS	Earnings per Share
ESOP	Employees Stock Option Scheme
ESPS	Employees Stock Purchase Scheme

Max Estates Limited

Term	Description
Factories Act	The Factories Act, 1948, as amended from time to time
FMCG	Fast-moving consumer goods
FDI	Foreign Direct Investment
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year / Fiscal Year / FY	Twelve months ending on March 31 of a particular year
FPI	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
GAAP	Generally Accepted Accounting Principles
GoI	Government of India
Government	Central Government and / or the State Government, as applicable
GST	Goods and Services Tax
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards issued by International Accounting Standards Board (IASB)
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Accounting principles generally accepted in India
ISIN	International Securities Identification Number allotted by the Depository
IT Act	Income-tax Act, 1961
KMP	Key Managerial Personnel
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
ROC	Registrar of Companies
RBI	Reserve Bank of India
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulations) Rules, 1957 as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Circular	SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by SEBI and as amended from time to time or any other circular(s) issued by SEBI applicable to a scheme of arrangement by Listed Entities and Relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, as amended or any other circulars issued by SEBI applicable to schemes of arrangement from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
SEBI LODR Regulations/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time

Estates Limited

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Convention

In the Information Memorandum, the terms “we”, “us”, “our”, the “Company”, “our Company”, “MEL”, unless the context otherwise indicates or implies, refers to Max Estates Limited. In the Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender.

All references in this Information Memorandum to “India” are to the Republic of India and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, Central or State, as applicable.

Unless otherwise specified, any time mentioned in this Information Memorandum is in Indian Standard Time (“**IST**”).

Unless stated otherwise, all references to page numbers in this Information Memorandum are to the page numbers of this Information Memorandum.

Financial Data

Unless stated otherwise, the financial data in this Information Memorandum is derived from our Financial Information. Certain other financial information in relation to our Subsidiary are derived from their respective audited financial statements, as may be available. Our Company publishes its financial statements in Indian Rupees. Our financial statements, including the report issued by the Statutory Auditor have been prepared in accordance with Ind AS. For further information, see “Financial Statements” beginning on page 146.

There may be some differences between Ind-AS and IFRS and / or US GAAP; accordingly, the degree to which the Ind-AS financial statements included in the Information Memorandum will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Ind-AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Information Memorandum should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Our Company’s fiscal year commences on April 1 and ends on March 31 of each year, so all references to a particular fiscal year are to the 12 month period ended March 31 of that year. Unless stated otherwise, all references in this Information Memorandum to the terms Fiscal or Fiscal Year or Financial Year or FY are to the 12 months ended March 31 of such year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Information Memorandum are to a calendar year.

Certain figures contained in this Information Memorandum, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Currency of Presentation

All references to “Rupees” or “₹” or “Rs.” or “INR” or “Re” are to Indian Rupees, the official currency of the Republic of India. Our Company has presented certain numerical information in this Information Memorandum, in “Lakhs” “million” and “crores” units or in whole numbers where the numbers have been too small to represent in such units. One Lakh represents 1,00,000, One million represents 1,000,000, One crore represents 10,000,000 and one billion represents 1,000,000,000. The word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “ten lac / lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”.

Throughout the Information Memorandum, unless otherwise stated, all figures have been expressed in ₹ lakhs except the financial statements of our Company. Unless indicated otherwise, the financial data in the Information Memorandum is derived from our financial statements prepared in accordance with Ind-AS and included in the Information Memorandum. In the Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

For additional definitions used in the Information Memorandum, see the section "*Definitions, Abbreviations and Industry related terms*" on page 1 of the Information Memorandum. In the section titled "*Main Provisions of the Articles of Association*" on page 162, defined terms have the meaning given to such terms in the Articles of Association of our Company.

Industry and Market Data

Unless stated otherwise, market data used throughout the Information Memorandum was obtained from internal Company reports and data, public websites and industry publications. Industry publication data and public website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Although, we believe market data used in the Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "*Risk Factors*" beginning on page 14. Accordingly, investment decisions should not be based solely on such information.

Max Estates Limited

FORWARD LOOKING STATEMENT

We have included statements in the Information Memorandum which contain words or phrases such as "will", "believe", "expect", "anticipate", "estimate", "intend", "future", "objective", "goal", "project", "should" and similar expressions or variations of such expressions, that are "forward-looking statements".

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- any adverse impact on the brand "Max", or our ability to use the "Max" name or related logos or brand names
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in laws and regulations relating to the industries in which we operate;
- Increased competition in these industries;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business;
- any dispute or adverse changes to our relationships with our strategic partner;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- performance of the real estate market; and
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our actual results to differ, please refer to the sections titled "*Risk Factors*" and "*Our Business*" on pages 14 and 79, of the Information Memorandum, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither we nor our directors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

Max Estates Limited

INFORMATION MEMORANDUM SUMMARY

This section is a summary of specific disclosures included in this Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or details relevant to prospective investors. For additional information and further details with respect to any of the information summarized below, please refer to the relevant sections of this Information Memorandum. Unless otherwise stated, the financial information in this section is derived from the Financial Statements.

This section contains the summary of following information:

A. Primary Business of the Company

MEL is engaged in the development of premium commercial and residential real estate in Delhi and the National Capital Region through its subsidiaries owning either 100% of the projects or through joint venture and joint development partnerships.

B. Industry in which the Company operates

The real estate sector in India encompasses a broad spectrum of activities related to the development, sale, purchase, and management of land, properties, and buildings. It holds immense significance in the country's economy, serving as a crucial driver of growth, employment, and investment. The Indian real estate market is projected to grow significantly, with estimates suggesting it could reach Rs. 65,000 crore by 2040, up from Rs. 12,000 crore in 2019. The sector aims to contribute 13% to India's GDP by 2025 and achieve a market size of US$ 1 trillion by 2030 The sector is divided into residential, commercial, and industrial segments. The residential market includes the construction and sale of homes, apartments, and affordable housing projects, often influenced by factors like urbanization, demographic trends, and government policies.. In FY23, the residential property market experienced substantial growth, achieving a 48% year-on-year increase in home sales value, amounting to Rs. 3.47 lakh crore. The commercial sector involves the development of office spaces, retail properties, and other commercial buildings that cater to the needs of businesses and industries. The growth of the IT and e-commerce sectors has particularly contributed to the demand for office and warehouse spaces. In 2022, office absorption in the top seven cities stood at 38.25 million Sq. ft. In the first quarter of 2023 (January-March), net office absorption in the top six cities stood at 8.3 million sq. ft., The leading demand for office demand is from IT/IteS sector followed by BFSI, Manufacturing and other services. Government interventions such as the implementation of the Real Estate (Regulation and Development) Act, 2016 (RERA), aimed to bring transparency and accountability to the sector, fostering increased consumer confidence. Additionally, the government has also allowed listing of Real Estate Investment Trusts (REITs), which allow investors to participate in real estate assets without direct ownership.

Max Estates aspires to build sustainable, grade A residential and commercial developments in Delhi NCR, with a focus on well-being. The company has paid close attention to creating a unique confluence of spaces that enable collaboration, innovation and community, that are not just functional and aesthetically pleasing, but environmentally sustainable, and designed to promote the holistic wellness of their users.

C. Promoters of the Company

The Promoters of our Company, viz, Mr. Analjit Singh, Ms. Neelu Analjit Singh, Ms. Piya Singh, Mr. Veer Singh, Ms. Tara Singh Vachani, Mr. Sahil Vachani, Max Ventures Investment Holdings Private Limited and Siva Enterprises Private Limited. For details, see the chapter titled "*Our Promoters and Promoter Group*" on page 125.

D. Size of Issue: No Equity Shares are sold or offered pursuant to this Information Memorandum.

E. Objects of Issue: There are no Objects of Issue except listing of 14,71,34,544 Equity Shares of our Company.

F. Shareholding of the Promoter and Promoter Group of the Company:

Set forth below are the details of the shareholding of our Promoters and members of our Promoter Group as on date of this Information Memorandum:

Name	No. of Equity Shares held	%age of holding
Promoters		
Mr. Analjit Singh	41,41,481	2.81
Ms. Neelu Analjit Singh	47,501	0.03
Ms. Piya Singh	52,407	0.04
Mr. Veer Singh	-	0.00
Ms. Tara Singh Vachani	47,501	0.03
Mr. Sahil Vachani	-	0.00
Max Ventures Investment Holdings Private Limited	3,46,69,346	23.56
Siva Enterprises Private Limited	3,38,14,573	22.98
TOTAL (A)	**7,27,72,809**	**49.46**
Promoter Group		
Mr. Ravi Vachani	**73,477**	**0.05**
Ms. Veda Vachani	-	0.00
Ms. Avya Vachani	-	0.00
Ms. Tina Vachani	-	0.00
Analjit Singh HUF	-	0.00
ABK Consultants Private Limited	-	0.00
Anchor Management Services Private Limited	-	0.00
Capricorn Health Services Private Limited	-	0.00
Capricorn Hospitality Services Private Limited	-	0.00
Devavani Lifestyle Private Limited	-	0.00
Drugyel Estates Private Limited	-	0.00
Gaylord Impex Limited	-	0.00
H.D. Seeds Private Limited	-	0.00
Harmonious Hospitality Private Limited	-	0.00
Hometrail Properties Private Limited	-	0.00
iCare Health Projects and Research Private Limited	-	0.00
Leo Retailing and Health Services Private Limited	-	0.00
LGO PTE. Limited	-	0.00
Malsi Hotels Limited	-	0.00
Max India Limited	-	0.00
Max Learning Ventures Private Limited	-	0.00
Max Ventures Private Limited	-	0.00
New Delhi House Services Limited	-	0.00
Nurture Health Services Private Limited	-	0.00
P V T Ventures Private Limited	-	0.00
Piveta Estates Private Limited	-	0.00
Rama Krishna Cold-Chem Limited	-	0.00
Riga Foods LLP	-	0.00
Seven Heaven Buildmart Private Limited	-	0.00
Shakyasimha Foundation	-	0.00
Shakyasimha Ventures Private Limited	-	0.00
Siva Reality Ventures Private Limited	-	0.00
SKA Diagnostic Private Limited	-	0.00
Solace Hotels and Hospitality Services Private Limited	-	0.00
Terra Planet Estate Private Limited	-	0.00

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Topline Electonics Private Limited	-	0.00
TR Asset Ventures Private Limited	-	0.00
Trophy Estates Private Limited	-	0.00
Trophy Resorts and Guest Houses Private Limited	-	0.00
TVP Investments Private Limited	-	0.00
Twiggy Ventures Private Limited	-	0.00
Vana Enterprises Limited	-	0.00
Vana Foundation	-	0.00
Vana Lifestyle Private Limited	-	0.00
Vana Resorts & Hotels Private Limited	-	0.00
Vana Retreats Private Limited	-	0.00
Vana Therapiya Private Limited	-	0.00
Vana Ventures Limited	-	0.00
Vanavastr Private Limited	-	0.00
Vanaveda Lifestyle Private Limited	-	0.00
Vitasta Estates Private Limited	-	0.00
Wegmans Business Park Private Limited	-	0.00
Sants Holding Limited, UAE	-	0.00
Lakeview Enterprises	-	0.00
Total (B)	**73,477**	**0.05**
Total (A+B)	**7,28,46,286**	**49.51**

G. Summary of the financial information of the Company

Following are details as per the Financial Statements for the financial years ended June 30, 2023, March 31, 2023 and March 31, 2022 after taking effect of the Scheme:

(INR in lakhs, except EPS data)

Particulars	**Period ended**		
	June 30, 2023*	**March 31, 2023***	**March 31, 2022**
Share Capital (Including Share Suspense Account)	14,713.45	14,710.36	7,791.00
Net Worth**	1,04,333.29	1,08,077.99	3,722.73
Revenue from operations	1,827.63	10,734.20	6,928.87
Other income	517.47	2,393.63	464.60
Profit/ (Loss) before tax	(4,420.10)	2,208.20	845.08
Profit/ (Loss) after tax	(3,837.03)	1,846.70	492.20
Earnings per share (Basic) (In ₹)	(2.61)	1.29	1.30
Earnings per share (Diluted) (In ₹)	(2.61)	1.29	0.64
Net Asset Value per equity share (In ₹)	70.91	73.47	4.77
Total borrowings ***	86,759.64	82,439.30	31,512.06

* After effectiveness of the Scheme

** The above net worth has been computed as per section 2(57) of the Companies Act

*** Does not include lease liabilities

H. Auditor qualifications which have not been given effect to in the financial statements

There are no qualifications of our Statutory Auditors affecting the Financial Statements which have not been given effect to in the Financial Statements as disclosed in this Information Memorandum.

I. Summary table of outstanding litigations and a cross-reference to the section titled 'Outstanding Litigations and Material Developments'

Max Estates Limited

The summary of the outstanding litigations as on October 23, 2023 is as under:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Lakhs)
Company						
By the Company	Nil	5	Nil	Nil	Nil	478.16
Against the Company	Nil	Nil	Nil	Nil	1	361.08
Directors						
By the Director	Nil	2	Nil	Nil	Nil	35,095
Against the Director	Nil	1	Nil	Nil	3	1,412
Promoters						
By the Promoter	2	5	Nil	Nil	1	35,859
Against the Promoter	1	2	Nil	Nil	4	1,412
Subsidiaries						
By the Subsidiary	Nil	8	Nil	Nil	Nil	5187.72
Against the Subsidiary	Nil	1	Nil	Nil	Nil	73.28
Group Companies						
By the Group Companies	Nil	11	8	Nil	1	39,138.39
Against the Group Companies	1	9	2	Nil	1	2,048

For details, refer to the section titled "*Outstanding Litigations and Material Developments*" on page 148 of the Information Memorandum.

J. Risk Factors

See the section titled "Risk factors" beginning on page 14.

K. Summary table of contingent liabilities

A summary of our contingent liabilities as at June 30, 2023 is as set out below:

Particulars	Amount involved (₹ in lakhs)
Bank Guarantee*	5000.00
Uttarakhand VAT Case	21.24

** The Group has given a bank guarantee of Rs. 5,000 lakhs issued by HDFC Bank Limited (March 31, 2023: Rs. 5,000 lakhs issued by ICICI Bank Limited) in favour of Piramal Enterperises for bid submitted for Delhi One project. Max Estates Limited, had submitted its resolution plan for resolution of Boulevard Projects Private Limited. The Hon'ble NCLT, New Delhi has approved the said Resolution Plan, for the development of commercial plot admeasuring 34,697 sq mtrs, located in NOIDA under the project name 'Delhi One'. This acquisition has potential to add ~3 million sq. ft. of additional development footprint to the portfolio of Max Estates Limited. The implementation of the Resolution Plan is subject to receipt of requisite approvals from regulatory and statutory authorities.*

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L. Summary of related party transactions for last three years

For details of related party transactions refer to "Financial Statements" on page 146 of the Information Memorandum.

M. Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, or our directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the financing entity, during a period of six months immediately preceding the date of this Information Memorandum.

N. Weighted average price at which specified security was acquired by each of the promoters in the last one year

The weighted average price at which Equity Shares were acquired by our Promoters in the one year preceding the date of this Information Memorandum is not applicable as the Equity Shares are acquired by our Promoters pursuant to the Scheme only.

O. Size of Pre-IPO Placement: Not Applicable

P. Issue of Equity Shares for consideration other than cash in last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Information Memorandum, except as set forth below:

Date of allotment	No. of Equity Shares allotted	Face value per Equity (₹)	Nature of allotment	Consideration
August 18, 2023	14,71,34,544	10	Allotment pursuant to Scheme	Other than Cash

Q. Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken any split or consolidation of Equity Shares during the last one year from the date of this Information Memorandum.

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RISK FACTORS

An investment in equity securities involves a high degree of risk. You should carefully consider all of the information in this Information Memorandum, including the risks and uncertainties described below.

If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our Company's business, results of operations and financial condition could be affected, the price of the Equity Shares could decline, and all or part of your investment may be lost. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in the Equity Shares unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

Wherever used in this section the terms "we", "us" "our" shall mean Max Estates Limited, unless otherwise stated.

1. ***Any adverse impact on the brand "Max", or our ability to use the "Max" name or related logos or brand names, may affect our reputation, business, financial condition and results of operations. Further, we depend on our brand recognition, and failure to maintain and enhance awareness of our brand would adversely affect our ability to retain and expand our customer base.***

   We share our brand "Max" with certain other of our Group Companies. We may not be able to control the operations of such Group Companies and in case any such entity is involved in any matter that adversely affects its reputation, it could have an adverse impact on our reputation, which could have an adverse effect on our business, financial condition and results of operations. In addition, our Company uses the "Max" trademark and logo pursuant to a license agreement entered into with the Max India Limited. An inability to continue to use the "Max" name, or related logos or brand names is also likely to have an adverse effect on our business, financial condition and results of operations.

   Further, we depend on our brand recognition and our brands could be damaged by negative publicity or by claims or perceptions about the quality or safety of our products or the quality of our suppliers and service, regardless of whether such claims or perceptions are true. Any untoward incidents such as litigation or negative publicity, whether isolated or recurring, affecting our business, franchisees or suppliers, can significantly reduce the brand value and consumer trust. Any such incident or our inability to maintain or enhance awareness of our branch would adversely affect our ability to retain and expand our customer base.

   Unauthorized use of our trademarks, including imitations or copies, by unrelated third parties may damage our reputation and brand. Preventing trademark infringement, particularly in India, is difficult, costly and time-consuming. The measures we take to protect our trademarks may not be adequate to prevent unauthorized use by third parties, which may affect our brand and in turn adversely affect our business, financial condition, results of operations and prospects.

2. ***We are dependent on our relationship with our Promoters and the Max group. Any adverse change in our relationship with our Promoters or the Max group could adversely affect our business, results of operations, financial condition and cash flows.***

   We are part of the Max group, a leading Indian business conglomerate with a strong presence in life insurance and senior living and allied businesses. Our Promoter, Mr. Analjit Singh is widely recognized as an industry statesman and has a long history of entrepreneurial ventures including those in insurance, senior living, real estate sectors and other lifestyle related ventures. Accordingly, we benefit from our relationship with our Promoters and the Max group in many ways, such as their business acumen, reputation, experience, strategic business advice, managing businesses as well as by leveraging their business connections and industry knowledge. We believe that our customers, vendors and members of the financial community perceive the Max brand to be that of a trusted provider of quality products and services. Our growth and future success is impacted in part by our continued relationship with our Promoters and the Max group. We cannot assure that we will be able to continue to take advantage of the benefits from these relationships in the future. If we cease to benefit from these relationships for any reason, our business and growth prospects may decline and our business, financial condition and results of operations may be adversely affected.

3. ***Our operations are conducted through our Subsidiaries. Therefore, our ability to generate equity and investment returns and pay dividends depends on the success of our Subsidiaries business operations.***

We are a holding company and conduct our business operations through our Subsidiaries. Our Company's income is therefore largely dependent on investment income and dividends from our Subsidiaries. Our Company has eight Subsidiaries, Max Asset Services Limited (MASL), Max Towers Private Limited (MTPL), Acreage Builders Private Limited (ABPL), Max I. Limited (Max I.), Max Estates 128 Private Limited (Max 128), Pharmax Corporation Limited (PCL), Max Square Limited (MSL) and Max Estates Gurgaon Limited (MEGL).

Our business segments include real estate (commercial and residential), business investments, and asset management. We are engaged in the real estate development business is conducted through our subsidiaries, MASL, MTPL, ABPL, Max 128, MSL and MEGL. Our real estate segment accounted for revenue from operations of ₹6,928.87 lakhs, ₹10,734.20 lakhs, ₹1,827.63 lakhs or 93.71%, 81.76 % and 77.93% of our total income in Fiscal 2022, Fiscal 2023 and as on June 30, 2023, respectively.

Our Company's ability to make dividend payments and other distributions in cash, pay expenses, service any debts incurred, and fund the financial needs of our Subsidiaries, depends upon the receipt of dividends, distributions or advances from our Subsidiaries. The ability of our Subsidiaries to generate equity and investment returns and pay dividends depends on the success of their business operations, financial condition and ability to generate profits. In addition, our Subsidiaries may be restricted from paying dividends by contract, including financing arrangements, charter provisions, partners of the Subsidiaries or by the applicable laws and regulations of the various countries in which they operate.

We may not be able to monetize our investments in the Subsidiaries and may not derive fair value from our investments. Therefore, eventually we may not be able to derive any investment income from the Subsidiaries. Further, we cannot assure that our Subsidiaries will generate sufficient profits and cash flows, or otherwise will prove willing or able to pay dividends to our Company. The inability of one or more of these entities to pay dividends could have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition. In addition, our financial condition and results of operations could be adversely affected should our equity stake in our Subsidiaries be diluted or in the event that they cease to be our Subsidiaries, which could in turn adversely affect our financial condition.

4. ***We have a limited operating history in our real estate development business more particularly in residential, which makes it difficult to accurately assess our future growth prospects.***

We commenced operations in our real estate development business in March 2016 and launched 222 Rajpur situated at Rajpur Road, Dehradun, our maiden residential project. Subsequently, through our subsidiaries, we have successfully developed certain residential and commercial real estate projects which have received completion certificates and further we are in the process of developing other commercial and residential real estate projects, which are expected to be completed between Fiscal 2024 and Fiscal 2029.

Growth prospects in the real estate development business can be affected by a wide variety of factors including: competition from existing and established real estate developers; availability and accessibility to large contiguous parcels of land or development rights over such land; access to adequate financing; performance of the real estate market specifically in North India and the economy in general; ability to secure relevant approvals and licenses required for carrying out such business; and the ability to adapt to the increasingly regulated real estate sector, in particular with respect to the enactment of the Real Estate (Regulation and Development) Act, 2016.

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As such, we have a limited operating history in the real estate business more particularly in residential, which we are now expending and our success is dependent on our ability to effectively implement these businesses. Assessing the future prospects of our business is challenging in light of both known and unknown risks and difficulties we may encounter, and could place significant demands on the management team and our other resources. We will be subject to all the business risks and uncertainties associated with setting up any new business venture, which may adversely affect our business, prospects, results of operations and financial condition.

5. ***We are required to obtain certain approvals or permits for our projects, which we may not be able to obtain or renew in a timely manner or our existing approvals or permits may be suspended or revoked which could have an adverse effect on our business, prospects, financial condition, and results of operations.***

In order to develop and complete a real estate project, developers must obtain various approvals, permits and licenses, including occupation and completion certificates, from the relevant administrative authorities at various stages of project development, and developments may have to qualify for inclusion in local "master plans". We may encounter major problems in obtaining the requisite approvals or licenses or may experience delays in fulfilling the conditions precedent to any required approvals and we may not be able to adapt ourselves to new laws, regulations or policies that may come into effect from time to time with respect to the real estate sector.

Additionally, we may encounter difficulties in fulfilling the conditions precedent to the approvals described above or any approvals that we may require in the future, some of which may be onerous and may require us to incur expenditure that we may not have anticipated. There may also be delays on the part of the administrative bodies in reviewing our applications and granting approvals or the approvals issued to us may be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If we fail to obtain or renew, or experience delays in obtaining or renewing, the requisite governmental approvals, or if any approvals are suspended or revoked, the schedule of development and the sale of our projects could be substantially disrupted or impeded, which could have an adverse effect on our business, prospects, financial condition and results of operations. Further, conversion of land from industrial use to residential or commercial use may entail possibility of litigation filed by the interested parties.

6. ***Our inability to identify and acquire large contiguous parcels of land or development rights over such parcels of land in locations with growth potential affects our business.***

We have a limited operating history in the real estate business, and our success and growth is dependent on our ability to effectively identify suitable parcels of land or development rights over such parcels of land for development in the right location. Our ability to identify and acquire suitable sites is dependent on a number of factors including the availability of suitable land, the willingness of landowners to sell land to us on attractive terms, the ability to obtain an agreement to sell from all the owners where the land has multiple owners, encumbrances on targeted land and the obtaining relevant permits and approvals for land acquisition and development. Any failure to identify and acquire suitable parcels of land for development or development rights over such parcels of land in a timely manner may reduce the number of properties that can be undertaken by us and thereby affect our business, results of operations and financial condition.

7. ***We have entered into and may enter into development agreements in the future, which do not convey any interest in the immovable property to us and only the development right will be transferred to us. Investments through development agreements involve risks, including the possibility that our development partners may fail to meet their obligations under the development agreement, causing the whole project to suffer.***

We have entered into and may enter into development agreements in the future, which confer rights on us to construct, develop, market and eventually sell the Saleable Area to third party buyers. Such agreements generally will not convey any interest in the title of the immovable property to us and only the development right would be transferred to us. Under these agreements, we would typically be entitled to a share in the developed property or a share of the revenues or profits generated from the sale of the developed property, or a combination of the above entitlements after adjusting the amount paid earlier, if any. Investments through development agreements involve risks, including the possibility that our development partners may fail to meet their obligations under the development agreement, causing the whole project to suffer. For example, the landowners may be responsible for certain financial obligations towards the development of the project, procuring certain regulatory approvals (such as approvals for change in use of the land for residential or commercial purposes), furnishing documents of title to lenders for securing financing, paying taxes and local levies on the land, curing title defects and settling title litigation within a stipulated period of time. We cannot assure you that projects that will involve collaboration with third parties will be completed as scheduled, or at all, or that our ventures with these parties will be successful. Further, such development agreements may permit us only partial control over the operations of the development under certain circumstances. In the event, we do not hold the entire interest in a development, it may be necessary for us to obtain consent from a development partner before the development partner makes or implements a particular business development decision or distribute profits to us. These and other factors may cause our development partners to act in a way that is contrary to our interests, or otherwise be unwilling to fulfill their obligations under our future development arrangements. Disputes that may arise between us and our development partners may cause delay in completion, suspension or complete abandonment of a project, which may adversely affect our business, financial condition and results of operations.

8. ***Our real estate development business depends on the performance of the real estate market. Fluctuations in market conditions may affect our ability to sell or lease our projects.***

Our real estate development business significantly depends on the performance of the real estate market in India and could be adversely affected if market conditions deteriorate. The performance of the real estate market is in turn significantly affected by changes in government policies, grant of statutory/ regulatory approvals, economic and other conditions, such as economic slowdowns, demographic trends, employment levels, availability of financing, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur. In addition, one of the three completed commercial Project, Max Towers, located in the Delhi One complex, Noida, may currently or in the future be surrounded by an area where various real estate projects, such as buildings and towers, are under construction and this may have an impact on the leasibility of Max Towers. These factors can adversely affect the demand for, and pricing of, the units and interests in projects that we hold, and as a result, may materially and adversely affect our financial condition, results of operations and cash flows. We cannot assure that the demand for interests in projects that we develop will grow, or will not decrease, in the future.

We may receive lease income, consisting of income from rental to third parties on our commercial real estate developments and space in our retail developments, upon completion of our projects. Our revenues in our real estate business also depend on the ability of our commercial and retail tenants to pay rent at the levels that we determine as well as the supply of and lease rentals for similar properties in such areas. Any adverse changes to the lease rentals from our projects could adversely impact our business and financial performance.

9. ***We depend on our relationships with our strategic partners and any dispute or adverse changes to our relationships with such partners may have an adverse effect on our ability to manage our businesses.***

Max Ventures and Industries Limited entered into an investment agreement dated January 9, 2017 with New York Life International Holdings Ltd ("New York Life"), which shall remain in full force and effect with our Company, as the effect of the Scheme and our Promoters, pursuant to which New York Life and New York Life Insurance Company, together held 22.51% (22.68% as at March 31, 2023) of our Company's Equity Share capital. Pursuant to the terms of the investment agreement, our Company is required to inform New York Life seven days prior to undertaking certain corporate actions such as, amongst others, alteration in the capital structure of our Company, any merger, acquisition, liquidation or disinvestment by our Company and commencement of any new business.

Further, New York Life Insurance Company (NYL) is also the strategic partner of our Company in two of our subsidiary companies i.e. Acreage Builders Private Limited (ABPL) and Max Square Limited and holding shares in the ratio of 51:49 as on the date of this Information Memorandum and the shareholders agreements entered between our Company, our Subsidiary Companies and NYL also contains the reserved matters which cannot be considered by our Subsidiary Companies without the written consent of NYL.

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We may experience disputes in relation to such partnerships. Such strategic partnerships, and any disputes we may experience, may require significant attention from our management, and the diversion of our management's attention and resources could have an adverse effect on our ability to manage our business. In addition, any divestment by our partners could materially impact the trading price of our Equity Shares.

10. ***Any inability to consistently manage our growth could disrupt our business and reduce our profitability.***

We have experienced growth in recent years and expect our business to grow significantly as a result of the ongoing real estate business. Our net worth, as restated, has increased from ₹3722.73 lakhs as at March 31, 2022 and was ₹1,08,077.99 lakhs as at March 31, 2023. We expect this growth to place significant demands on us and require us to continuously evolve and improve our operational, financial and internal controls across the organization. In particular, continued expansion increases the challenges involved in maintaining high levels of customer satisfaction, recruiting, training and retaining sufficient skilled management, adhering to health and safety, environment and quality and process execution standards that meet customer expectations, preserving a uniform culture, values and work environment in operations within and outside India and developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems. Any inability to manage our growth could disrupt our business and reduce our profitability that may have an adverse effect on our business and results of operations.

11. ***Our business operations are subject to various operational risks.***

Although we comply with relevant safety measures, our operations are susceptible to various hazards, including explosions, fires, mechanical failures, operational problems and other environmental risks. These hazards can cause personal injury and loss of life, damage to or destruction of property and equipment as well as environmental damage, which could result in a suspension of operations and the imposition of civil or criminal liabilities.

In particular, operating risks may includes, the breakdown or failure of equipments used in construction, power supply or processes, obsolescence, labor disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results.

Further, construction activity is materially and adversely affected by severe weather conditions. Severe weather conditions may require us to evacuate personnel or curtail services or may result in damage to a portion of equipment or to our facilities, resulting in the suspension of operations, and may further prevent us from delivering materials to our project sites in accordance with contract schedules or generally reduce our productivity.

We could also face claims and litigation filed by the government authorities or public, alleging injury due to accidents at our construction sites or at our project sites. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our results of operations and financial condition could be adversely affected along with our reputation. Any liability incurred as a result of such events has the potential to materially impact our business, financial condition and results of operations. Although we maintain general insurance against such liabilities, insurance proceeds may not be adequate to completely cover the substantial liabilities, lost revenues or increased expenses that we may incur.

12. ***There are various outstanding litigation proceedings involving our Subsidiaries, Promoters, Directors and Group Companies, adverse outcome in which, could have a material adverse impact on our reputation, business, financial condition, results of operations and cash flows.***

Our Company, its Promoters, Subsidiaries and Group Companies are currently involved in legal proceedings in India which are pending at different levels of adjudication before the concerned authority. We cannot assure you that these proceedings will be decided in favour of our Company, its Promoters, Subsidiaries, Group Companies as the case may be. Any adverse decision in such proceedings may render us liable to penalties and may have a material adverse effect on the financials and reputation of our Company, its Directors or its Promoters which may in turn have an adverse effect on our business. Additionally, during the course of our business we are subject to risk of

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litigation in relation to contractual obligations, employment and labour law related, personal injury, damage to property, etc.

A classification of these outstanding proceedings is given in the following table:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Lakhs)
Company						
By the Company	Nil	5	Nil	Nil	Nil	478.16
Against the Company	Nil	Nil	Nil	Nil	1	361.08
Directors						
By the Director	Nil	2	Nil	Nil	Nil	35,095
Against the Director	Nil	1	Nil	Nil	3	1,412
Promoters						
By the Promoter	2	5	Nil	Nil	1	35,859
Against the Promoter	1	2	Nil	Nil	4	1,412
Subsidiaries						
By the Subsidiary	Nil	8	Nil	Nil	Nil	5,187.72
Against the Subsidiary	Nil	1	Nil	Nil	Nil	73.28
Group Companies						
By the Group Companies	Nil	11	8	Nil	1	39,138.39
Against the Group Companies	1	9	2	Nil	1	2,048

These legal proceedings are pending at different levels of adjudication before various courts, tribunals and appellate tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally from us and other parties. Such proceedings could divert management time and attention, and consume financial resources in their defence or prosecution. Should any new developments arise, such as any change in applicable Indian law or any rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase expenses and liabilities. An adverse outcome in any such proceedings may affect our business, results of operations and financial condition.

For further information, see "*Outstanding Litigations and Material Developments*" on page 148.

13. ***Our success and future growth depend significantly on our successful marketing efforts, and if such efforts are not successful, our business and financial results may be adversely impacted.***

We intend to continue to dedicate significant resources to marketing efforts, including for our real estate development business, particularly as we continue to grow, complete new projects and expand into new markets in India. Our ability to attract customers for our specialty films business and clients for our real estate development business depends in large part on the success of these marketing efforts and the success of the marketing channels we use to promote our businesses. Our marketing channels include and will continue to include social media and the press, online affiliations, search engine marketing, offline partnerships, and television advertising. If any of such

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marketing channels become less effective, if we are unable to continue to use any of these channels, if the cost of using these channels were to significantly increase or if we are not successful in generating new channels, we may not be able to attract our target customers in a cost-effective manner. If we are unable to recover our marketing costs through growth of our businesses, or if we discontinue our broad marketing campaigns, it could have a material adverse effect on our business, prospects, results of operations, financial condition or cash flows.

14. ***Any negative accounting ratios in the future would adversely affect our reputation, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.***

We have and may in the future experience negative accounting ratios. The following table sets forth certain information relating to our accounting ratios on a consolidated basis for the periods indicated

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the period ended March 31, 2021
Earnings per equity share			
Basic EPS (₹)	1.29	1.30	(1.56)
Anti Diluted/Diluted EPS (₹)	1.29	0.64	(1.56)
Return on Net Worth %*	1.71%	13.22%	(45.03%)

**Return of Net Worth means Profit Tax After/Net Worth*

15. ***The real estate industry in India is intensely competitive and our inability to compete effectively may adversely affect our business, financial condition and the results of operations.***

We operate in an intensely competitive and highly fragmented industry with low entry barriers. We face significant competition in our business from a large number of Indian real estate development companies who also operate in the same regional markets as us. The extent of the competition we face in a potential property market depends on a number of factors, such as the size and type of property development, contract value and potential margins, the complexity and location of the property development, facilities and supporting infrastructure services, the reputation of our competitors, and the risks relating to revenue generation.

Given the fragmented nature of the real estate development industry, we often do not have adequate information about the property developments our competitors are developing and accordingly, we run the risk of underestimating supply in the market. Our business plan is to expand across the National Capital Region , as a result we face the risk that some of our competitors may be better known in these markets, enjoy better relationships with land-owners and international or domestic joint venture partners, may gain early access to information regarding attractive parcels of land and be better placed to acquire such land. Further, our competitors may commence operations in the vicinity of our Ongoing Projects and Forthcoming Projects and may offer their products at competitive prices, resulting in a decreasing of sales of our projects.

Some of our competitors are larger than us and have greater land reserves or financial resources or a more experienced management team. They may also benefit from greater economies of scale and operating efficiencies and may have greater experience in regional markets, especially in relation to local laws and regulations. We cannot assure that we can continue to compete effectively with our competitors in the future, and failure to compete effectively may have an adverse effect on our business, financial condition and results of operations.

16. ***Some or all of our projects under construction and development may not be completed by their expected completion dates or at all. Such delays may adversely affect our business, results of operations and financial condition.***

As of June 30, 2023, our ongoing and planned projects accounted for an estimated Developable Area of 6 million (approx.) square feet super built-up area. Our ongoing and planned projects may be subject to significant changes and modifications from our currently estimated management plans and timelines as a result of factors outside our control, including, among others:

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- defects or challenges to our land titles, including failure or delay in obtaining consent of current occupants;
- expiration of agreements to develop land or leases, and our inability to renew them in time or at all;
- lack of availability of financing;
- failure or delay in securing necessary statutory or regulatory approvals and permits for us to develop some of arprojects;
- natural disasters and weather conditions;
- reliance on third-party contractors and the ability of third parties to complete their services on schedule andin budget; and
- the risk of decreased market demand subsequent to the launch of a project.

Such changes and modifications to our timelines may have a significant impact on our ongoing and planned projects, and consequently, we may not develop these projects as contemplated, including quick monetization of land parcels after their acquisition, or at all, which may have an adverse effect on our business, results of operations and financial condition. Further, if there are any revisions made to the existing plans, approvals, permits or licenses granted for our ongoing projects by relevant authorities, then we may, as a result of such revisions, be required to undertake unplanned rework, including demolition on such projects. Such an occurrence may result in time and cost overruns in our ongoing projects.

In addition to the compensation already paid to our customers, our Company may be required to pay further compensation to our customers. Such compensation, if paid, may affect the overall profitability of the project and therefore adversely affect our business, results of operation and financial condition.

In addition, some of the sale agreements which we enter into with our residential customers contain penalty clauses wherein we are liable to pay interests payments to our customers due to completion delays.

We may not be able to successfully identify and acquire suitable land or development rights, which may affect our business and growth prospects.

Our ability to identify suitable parcels of land for development is a vital element of growing our business and involves certain risks, including identifying land with clean title and at locations that are preferred by our target customers. We have an internal assessment process for land selection and acquisition, which includes a due diligence exercise to assess the title of the land and its suitability for development and marketability. Our internal assessment process is based on information that is available or accessible to us. We can assure you that such information is accurate, complete or current, to the limited accessibility to the information and any decision based on such limited information may result in certain risks and liabilities associated with the acquisition of such land, which could adversely affect our business and growth prospects.

In addition, due to the increased demand for land in connection with the development of residential, commercial and retail properties, we may experience increased competition in our attempt to acquire land in the geographical areas in which we operate and the areas in which we anticipate operating in the future increased competition may result in a shortage of suitable land that can be used for development and can increase the price of land. We may not be able to or may decide not to acquire parcels of land due to various factors, such as the price of land.

Moreover, the availability of land, as well as its use and development, is subject to regulations by various local authorities. For example, if a specific parcel of land has been deemed as agricultural land, depending on its location, no commercial or residential development may be permitted beyond certain specified timelines or without the prior approval of the local authorities, as applicable. Further, certain land parcels can be subject to reservations, including reservations for railway lines, dams, freight corridors and road widening, and accordingly, such reserved areas will be deducted from the developable area. Further, certain areas may fall under eco-sensitive or buffer or green or forest zone, and due to such zoning, there may be restrictions on carrying out developmental activities in accordance with the applicable development regulations. For more information, see "Key Industry Regulations and Policies" beginning on page 88. We may also be required by applicable laws or court orders to incur expenditures and undertake activities in addition to real estate development on certain portions of our land reserves. Accordingly, our

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inability to acquire parcels of land or development rights or any restrictions on use of our land or development thereof may adversely affect our business and growth prospects.

17. ***Significant increases in prices of, or shortages of, or delay or disruption in supply of labour and key building materials could affect our estimated construction cost and timelines resulting in cost overruns or less profit.***

We procure building materials for our projects, such as steel, cement, ready mix concrete, flooring products, hardware, bitumen, sand and aggregates, doors and windows, bathroom fixtures and other interior fittings, from third-party suppliers. The prices and supply of basic building materials and other raw materials depend on factors outside our control, including cost of raw materials, general economic conditions, competition, production costs and levels, transportation costs, indirect taxes and import duties. Our ability to develop and construct projects profitably is dependent on our ability to obtain adequate and timely supply of building materials within our estimated budget. As we source our building materials from third parties, our supply chain may be interrupted by circumstances beyond our control. Poor quality roads and other transportation-related infrastructure problems, inclement weather and road accidents may also disrupt the transportation of supplies. Prices of certain building materials and, in particular, cement and steel prices, are susceptible to rapid increases. Further, we operate in a labor-intensive industry and if we or our contractors are unable to negotiate with the labour or their sub-contractors, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. In addition, it may be difficult to procure the required labour for ongoing or planned projects. We have experienced such instances in a limited manner in the past. For example, we faced disruption in the supply of labour in 2020 including due to migration of labour as a result of the COVID-19 pandemic and shortage of natural sand in 2015 due to regulatory orders which restricted the mining of sand. These shortages impacted several projects being executed by us in the respective years.

During periods of shortages in the supply of building materials or labour, we may not be able to complete projects according to our previously determined time frames, at our previously estimated project costs, or at all, which may adversely affect our results of operations and reputation. In addition, during periods where the prices of building materials or labour significantly increase, we may not be able to pass these price increases on to our customers, which could reduce or eliminate the profits we intend to gain from our projects. These factors could adversely affect our business, results of operations and cash flows.

18. ***We are dependent on a number of key personnel, including our senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

We are highly dependent on our Directors, senior management and other key personnel for setting our strategic business direction and managing our business. Our performance depends largely on the efforts and abilities of our senior management and other key personnel. We believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for the development of our business and operations and the strategic directions taken by our Company. For further information on the experience of our key management personnel, see "Our Management" on page 113. We cannot assure that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business, results of operations, financial condition and cash flows.

19. ***Our business is subject to the Real Estate (Regulation and Development) Act, 2016 (the "RERA").***

The RERA has been introduced to regulate the real estate industry and ensuring, amongst others, imposition of certain responsibilities on real estate developers and accountability towards customers and protection of their interest.

The RERA has imposed certain obligations on real estate development companies, including mandatory registration of real estate projects, not issuing any advertisements or accepting advances unless real estate projects are registered under RERA, maintenance of a separate escrow account for amounts realized from each real estate project and restrictions on withdrawal of amounts from such escrow accounts and taking customer approval for major changes in sanction plans. In addition, we will have to comply with state specific legislations which have and will be enacted by the respective State governments, where we carry out our operations, due to the introduction of RERA. Although we have not received any complaints with respect to our real estate development business, there could be instances of complaints filed by customers under RERA. Accordingly, compliance with the provisions of RERA or such State specific legislations will require significant management and financial resources. We may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention and as a result, could adversely affect our business, financial conditions and results of operations. Further, any non-compliance of the provisions of RERA or such state specific legislations may result in punishments (including fines and/ or imprisonment) and revocation of registration of our license which may have a material and adverse impact on our business, operations and financial condition.

20. ***Certain of our Subsidiaries and Group Companies have incurred losses in the past, which may have an adverse effect on our reputation and business.***

Certain of our Subsidiaries have incurred losses during Fiscal 2023, 2022 and 2021 as set out below:

Name of Subsidiary Company	Profit / (Loss) in Fiscal 2023 (in ₹ lakhs)	Profit / (Loss) in Fiscal 2022 (in ₹ lakhs)	Profit / (Loss) in Fiscal 2021 (in ₹ lakhs)
Acreage Builders Private Limited	(5.24)	(248.04)	(207.01)
Max Asset Services Limited	94.58	(301.62)	(358.89)
Max I. Limited	(47.83)	(48.89)	(1887.08)
Max Estates 128 Private Limited	(138.42)	(7.98)	(2.75)
Max Estates Gurgaon Limited*	(0.71)	-	-
Max Square Limited	(111.80)	(33.04)	(4.00)
Max Towers Private Limited	310.41	705.05	(529.95)
Pharmax Corporation Limited	297.62	54.88	(272.03)

** Max Estates Gurgaon Limited was incorporated on September 05, 2022, therefore, the audited financials for 2021 and 2022 are not available.*

Certain of our Group Companies have incurred losses during Fiscal 2021, 2022 and 2023, as set out below:

Name of Group Company	Profit / (Loss)		
	Fiscal 2023*	Fiscal 2022*	Fiscal 2021*
	(₹ lakhs, except as stated otherwise)		
Antara Purukul Senior Living Limited	2,213.89	2317.71	(2,979.14)
Antara Senior Living Limited	(1,298.76)	(1923.17)	(2,051.20)
Antara Assisted Care Services Limited	(3,045.20)	(2031.59)	(1,554.71)
Delhi Guest Houses Private Limited	(1,540.74)	(1159.62)	(904.46)
Max Learning Ventures Private Limited	(278.14)	(149.13)	(120.59)
Piveta Estates Private Limited	(18,931.04)	(16,693.59)	(13,487.68)
Siva Realty Ventures Private Limited	(100.79)	(90.70)	(75.61)
SKA Diagnostic Private Limited	(4,399.70)	(3374.37)	(2,753.13)
Trophy Estates Private Limited	265.88	(32.49)	(337.42)
Vanavastra Private Limited	(24.50)	(333.17)	(187.05)
Max Ateev Limited	(2.91)	0.11	(1.58)
Max Skill First Limited	26.43	(768.37)	(101.01)
Topline Electronics Private Limited	(94.18)	(57.05)	(14.44)

21. ***The success of our residential and commercial development businesses is dependent on our ability to anticipate and respond to consumer requirements.***

The growth of the Indian economy has led to changes in the way businesses operate in India and the growing disposable income of India's middle and upper income classes has led to a change in lifestyle, resulting in a substantial change in the nature of their demands. Increasingly, consumers are seeking better housing and better amenities in new residential developments. The growth and success of our commercial real estate development business depends on the provision of high quality office space to attract and retain clients and on our ability to anticipate the future needs and expansion plans of these clients. We believe that an increase in disposable income, demographic changes, the change in perception of branded products and the entry of international retail players has led to a greater demand for access to luxury brands. The growth and success of our real estate development business is therefore also dependent on being able to achieve the right mix of tenants in our commercial spaces to attract more customers to the outlets which lease retail space from us. Our inability to meet our customers' preferences or our failure to anticipate and respond to customer needs accordingly could materially and adversely affect our business and results of operations. If we fail to anticipate and respond to consumer requirements, we could lose potential clients to competitors, which in turn could materially and adversely affect our business and prospects.

22. ***We rely on our IT systems in managing our sales, supply chain, construction process, logistics, research and development and other integral parts of our business. Any failure of our IT systems or loss of data could have a material adverse effect on our business, financial condition and results of operations.***

We are reliant on our information systems technology in connection with order booking, dealer management, material procurement, research and development, accounting and construction. Any failure of our information technology systems, including our ERP systems, or loss of data could result in business interruptions, including disruption in our distribution management, the loss of buyers, damaged reputation and weakening of our competitive position, and could have a material adverse effect on our business, financial condition and results of operations.

23. ***Our insurance coverage could prove inadequate to satisfy potential claims and our insurance policies may not protect us against all potential losses, which could adversely affect our business and results of operations.***

Our principal types of coverage include standard fire and special perils policy, money insurance policy, furniture and office equipment insurance policy, contractors' all risks insurance policy and directors and officers liability insurance. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be covered entirely, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all.

To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see "Our Business – Insurance" on page 87.

24. ***We rely on independent contractors to execute our projects and any failure on their part to perform their obligations could adversely affect our business, results of operations and cash flows.***

Our Company and its Subsidiaries utilize independent contractors to execute our projects. If a contractor fails to perform its obligations satisfactorily or within the prescribed time periods with regard to a project, or terminates its arrangement with us, we may be unable to develop the project within the intended timeframe and at the intended cost. If this occurs, we may be required to incur additional cost or time to develop the property to appropriate quality standards in a manner consistent with our development objective, which could result in reduced profits or, in some cases, significant penalties and losses, which we may not be able to recover from the relevant independent contractor. We cannot assure you that the services rendered by any of our independent contractors will always be satisfactory or match our requirements for quality. Further, we may be subject to litigation challenging the quality of our projects, which may adversely affect our business and reputation.

In addition, we may be subject to claims in the future in relation to defaults and late payments to our contractors, which may adversely affect our business, results of operations, and cash flows.

25. ***Our business and results of operations could be adversely affected by the incidence and rate of property taxes and stamp duties.***

As a property owning and development company, we are subject to the property tax regime in the geographies that we operate in. We are also subject to stamp duty for the agreements entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes, stamp duties may be introduced which would increase our overall costs. If these property taxes and stamp duties increase, the cost of buying and selling properties may rise. Additionally, if stamp duties or higher stamp duties were to be levied on instruments evidencing transactions which we believe are currently subject to nil or lesser duties, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties could have an adverse effect on our business and results of operations.

26. ***We may be unable to obtain future financing on favorable terms, or at all, to fund expected capital expenditure and working capital requirements.***

Our business requires funding for capital expenditure and working capital requirements. The actual amount and timing of future financing may depend on several factors, among others, new business opportunities, opportunities for inorganic growth, regulatory changes, economic conditions, technological changes and market developments. Our sources of additional funding, if required, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

Our working capital requirements may increase due to various factors including growth in our businesses and longer payment schedules from our clients. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there is delay in disbursement of arranged funds, or there is any increase in interest rate on our borrowings, it may adversely affect our operations and profitability. These factors may result in an increased amount of short-term borrowings. A disproportionate increase of our working capital requirements may result in increased borrowing costs, which may have an adverse effect on our financial condition and results of operations.

Further our ability to arrange for additional funds on acceptable terms is subject to a variety of uncertainties, including: future results of operations, financial condition and cash flows; economic, political conditions and market demand for our services; costs of financing, liquidity and over all condition of financial and capital markets in India and internationally; receipt of applicable business/government licenses, approvals and other risks associated with our businesses; and limitations on our ability to raise capital in capital markets. Any such inability could have a material adverse effect on our business and results of operations.

27. ***A significant number of our Company's offices, including our registered and corporate office, are not registered in our name and are located on leased premises. There can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.***

A significant number of our offices, including our corporate office, are located on leased premises, and we do not own any of these premises. In the event such leases are not renewed or are terminated, it could adversely affect our operation unless we arrange for similar premises.

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28. ***Grants of stock options under our employee stock option plan may result in a charge to our profit and loss account and, to that extent, adversely affect our business, financial condition, results of operations and prospects.***

We proposed to issue stock options under the Max Ventures and Industries Employee Stock Plan – 2016 ("ESOP 2016") and accordance with the composite scheme of amalgamation and arrangement between Max Ventures and Industries Limited Transferor Company and Max Estates Limited (Transferee Company), the same scheme has been adopted by the Company. The grant of employee stock options results in a charge to our Company's profit and loss account equal to the difference between the fair value of our Equity Shares determined at the date of grant and the exercise price (which will amortize over the vesting period of these stock options). In addition to the effect on the profit and loss account, the exercise of vested stock options will dilute the interests of shareholders (as in the case of any issuance of Equity Shares). For further information on ESOP 2016, see "Capital Structure – Employee Stock Option Plan" and "Financial Statements" on pages 65 and 146, respectively.

29. ***Statistical and industry data in this Information Memorandum may be inaccurate, incomplete, or unreliable.***

We have not independently verified data obtained from industry publications and other external sources referred to in this Information Memorandum and therefore, while we believe them to be accurate, complete and reliable, we cannot assure you that they are accurate, complete or reliable. Such data may also be produced on different bases. Therefore, discussions of matters relating to India, its economy, the financial services industry, are subject to the caveat that the statistical and other data upon which such discussions are based may be inaccurate, incomplete or unreliable. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy, adequacy or completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government sources and publications are also prepared on the basis of information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions that may prove to be incorrect. Accordingly, no investment decision should be made on the basis of such information.

30. ***If any of our contingent liabilities materialize, our liquidity, business, prospects, financial condition and results of operations could be adversely affected.***

As at June 30, 2023, our contingent liabilities which were not provided for, are as under:

Particulars	As at June 30, 2023 Amount (₹ lakhs)
Contingent liability not provided for bank guarantee	5000.00
Uttarakhand VAT Case	21.24
Total	**5021.24**

For details of related party transactions refer to "Financial Statements" on page 146 of the Information Memorandum.

If any of the contingent liabilities specified above materialize, our liquidity, business, prospects, financial condition and results of operations could be adversely affected.

31. ***We have, in the past entered into certain related party transactions and may continue to do so in future. Any related party transactions that are not on an arm's length basis or that may lead to conflicts of interest may adversely affect our business, results of operation and financial condition.***

We have, in the past entered into related party transactions with our Promoters, and our Group Companies in Fiscal 2021, 2022 and 2023. For further information, see sections "Our Promoter and Promoter Group", "Group Companies", "Financial Statements" on pages 125, 135 and 146, respectively. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Further, it is likely

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that we may continue to enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

In the event any conflict of interest arises between us, or to the extent that competing products offered by any of our Promoter or Group Companies erode our market share, we may not be able to effectively manage any such conflict or competitive pressures and, consequently, our business, results of operation and financial condition may be adversely affected.

32. ***Our Promoters and certain of our Directors hold Equity Shares and have other interests, and are, therefore, interested in the Company's performance other than reimbursement of expenses incurred or normal remuneration of benefits.***

Our Promoters and certain of our directors, have interests in our Company and Subsidiaries other than the Equity Shares they hold and to the extent of normal remuneration or benefits and reimbursement of expenses incurred. For further information, see "Our Management" on page 113. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business, which may conflict with the best interests of the Company or that of minority shareholders.

33. ***Any downgrade in credit ratings could increase interest rates for refinancing outstanding debt, which would increase financing costs, and adversely affect future issuances of debt and the ability to borrow on a competitive basis, which could adversely affect our business, financial condition, results of operations and cash flows.***

Fund based limits and term loan of the Company are rated " A-" by CARE. Any downgrade in such credit ratings could increase interest rates for refinancing outstanding debt, which would increase financing costs, and would also adversely affect future issuances of debt and the ability to borrow on a competitive basis, which could adversely affect our business, financial condition, results of operations and cash flows.

Certain information contained in this Information Memorandum including that in relation to our ongoing projects, planned projects and the area expressed to be covered by our projects are based on management estimates and may be subject to change.

Certain statements contained in this Information Memorandum with respect to our completed projects, ongoing projects and planned projects, such as the amount of land or development rights owned by us, the location and type of development, the Saleable Area, the Leasable Area, the Developable Area, internal floor area and efficiency ratio, estimated construction commencement and completion dates, estimated construction costs, our funding requirements, and our intended use of proceeds of this Issue, are based solely on assumptions, management estimates and our business plan, and have not been verified by any bank or financial institution.

The total area of property that is ultimately developed and the actual total Saleable Area may differ from the descriptions of the property presented herein and a particular project may not be completely booked, sold, leased or developed until a date subsequent to the expected completion date. In certain instances, there may be a discrepancy between the areas mentioned in the revenue records, the area mentioned in the title deeds or the actual physical area of some of our land reserves, thereby affecting the management estimates in terms of our land reserves. Further, we are yet to obtain requisite approvals in relation to the part construction of certain of our projects as the development thereof is planned to be carried out in a phased manner. We have calculated the Saleable Area and Developable Area based on certain assumptions including the current approvals that we have obtained for other land parcels on which we have completed projects, ongoing projects or planned projects that are or may be contiguous with our land reserves. However, we cannot assure you that we will be able to acquire all or part of the contiguous land or obtain approvals in a form similar or better in terms to our existing approvals in respect of our completed projects, ongoing projects and planned projects for such land reserves in time for its development or at all. Failure to obtain requisite approvals for any reason including changes in law or development policy of the relevant authorities, may adversely affect our calculations of Saleable Area and Developable Area in relation to our land reserves. As a result, we may have to revise our funding estimates, development plans (including the type of proposed development) and the estimated construction commencement and completion dates of our projects depending on future contingencies and events.

We have created mortgages over several properties forming part of our ongoing projects (extending to both underlying land and unsold units). If we are unable to satisfactorily clear these charges, the mortgages will be foreclosed against the security (which is the underlying land and unsold units) and we will lose our title over such properties and may not be able to recover the full value in respect of such properties.

In addition, historical profitability of our projects may not be indicative of any future profitability of our ongoing and planned projects. The profitability of our projects could fluctuate significantly over time based in part on the timing of the project cycle. In addition, we may not develop all of our land bank, and we may lease a portion of our land bank to other development companies. Accordingly, our future revenue may not correspond to the remaining land reserves.

34. ***Compliance with, and changes in, environmental, health and safety and labor laws and regulations could adversely affect the development of our projects and our financial condition.***

We are subject to environmental, health and safety regulations in the ordinary course of our business. If we face any environmental concerns during the development of a project or if the government introduces more stringent regulations, we may incur delays in our estimated timelines and may need to incur additional expenses. We are subject to various national and local laws and regulations relating to the protection of the environment that may require a current or previous owner of a property to investigate and clean-up hazardous or toxic substances at a property. Under these laws, owners and operators of property may be liable for the costs of removal or remediation of certain hazardous substances or other regulated materials on or in such property. Such laws often impose such liability without regard to whether the owner or operator knew of, or was responsible for, any environmental damage or pollution and the presence of such substances or materials. The cost of investigation, remediation or removal of these substances may be substantial. Environmental laws including regulations pertaining to coastal regulation zone activities may also impose compliance obligations on owners and operators of real property with respect to the management of hazardous materials and other regulated substances. Failure to comply with these laws can result in penalties or other sanctions.

Environmental reports that we may request a third party to prepare with respect to any of our properties may not reveal (i) all environmental liabilities, (ii) that any prior owner or operator of our properties did not create or comply any material environmental condition not known to us or (iii) that a material environmental condition does not otherwise exist as to any one or more of our properties. There also exists the risk that material environmental conditions, liabilities or compliance concerns may have arisen after the review was completed or may arise in the future. Finally, future laws, ordinances or regulations and future interpretations of existing laws, ordinances or regulations may impose additional material environmental liability. We may be subject to liabilities or penalties relating to environmental matters, which could adversely affect the development of our projects and our financial condition.

35. ***It is difficult to compare our performance between periods, as our revenues and expenses fluctuate significantly from period to period.***

We derive income from the sale of residential/commercial units and the sale or lease of office and retail spaces we have developed. We recognize revenue as per Ind AS 115 "Revenue from Contracts with Customers". This standard specifies the accounting for an individual contract and establishes a five-step model to account for revenue arising from contracts with customers. We believe that our contracts with customers satisfy the conditions of Ind AS 115 for recognition of revenue under point in time approach, and we therefore recognize revenue under the project completion method, which is linked to the application and receipt of occupancy certificate. Ind AS 115 is applicable since April 1, 2018 and accordingly, our results of operations and cash flows may vary significantly from period to period, year to year and over time.

Therefore, we believe that period-to-period comparisons of our results of operations may not be indicative of our future performance.

36. ***A significant portion of our working capital needs are funded by presales. Any cancellation of sales or change in the laws or regulations governing the use of presales may affect our working capital and financial position.***

We typically focus on selling sizeable percentage of units within one year from the launch of a project as well as prior to the receipt of the occupation certificate. Our presales, meaning sales done during launch and construction of a project, have allowed us to benefit from installment payments from our customers, which we are able to use as working capital and thereby allowing us to maintain healthy levels of working capital and to reduce our debt servicing costs. However, we cannot assure you that we will be able to achieve sizeable percentage of presales in future. Any decrease in our presales may cause our working capital needs to increase. we cannot assure you that we will be able to meet such target with respect to all our projects. In addition, our ability to use such presales to meet our working capital needs may be affected by laws or regulations, or changes in the Government's interpretation or implementation thereof. We may be unable to timely find alternative sources of working capital, which could have adverse effect on our financial position.

37. ***Our Equity Shares have never been publicly traded, and after the listing, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at all.***

Prior to the listing, there has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the listing. Listing and trading does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The market price and liquidity for the Equity Shares post listing may be subject to significant fluctuations and may also decline below the listing price in response to, among other factors:

- volatility in the Indian and other global securities markets;
- problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges;
- the performance and volatility of the Indian and global economy;
- financial instability in emerging markets that may lead to loss of investor confidence;
- risks relating to our business and industry, including those discussed in this Information Memorandum;
- strategic actions by us or our competitors;
- investor perception of the investment opportunity associated with our Equity Shares and our future performance;
- adverse media reports about us, our Shareholders, Associate Company or our Group Company;
- future sales of our Equity Shares;
- variations in our quarterly results of operations;
- differences between our actual financial and operating results and those expected by investors and analysts;
- our future expansion plans;
- perceptions about our future performance or the performance of the health and safety solutions industry generally;
- changes in the estimates of our performance or recommendations by financial analysts;
- significant developments in India's economic liberalisation and deregulation policies; and
- significant developments in India's fiscal and environmental regulations.

There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly as a result of market volatility. A decrease in the market price of our Equity Shares could

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cause you to lose some or all of your investment. There can be no assurances that the shareholders will be able to sell their Equity Shares at all.

38. ***Any future issuance of Equity Shares may dilute your shareholdings, and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.***

There is a risk that we may be required to finance our growth or strengthen our balance sheet through additional equity offerings. Any future equity issuances by us, may lead to the dilution of investors' shareholdings in our Company. We cannot predict what effect the future issue of equity shares by our Company and / or sale of our Equity Shares by our Promoter or majority shareholders will have on the market price of our Equity Shares.

EXTERNAL RISK FACTORS

1. ***Changing laws, rules and regulations and legal uncertainties, including any adverse application of corporate and tax laws, may adversely affect our business, cash flows, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, cash flows, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, GoI has notified the Finance Act, 2021 ("Finance Act"), which introduced various amendments to the taxation laws in India. Under the Finance Act, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. Further, the GoI has announced the Union Budget for the Financial Year 2023 pursuant to which the Finance Act of 2022 has introduced various amendments. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

In India, the Supreme Court, in a judgment delivered on 24 August 2017, has held that the right to privacy is a fundamental right. Following this judgment, the Government of India is considering the enactment of the Personal Data Protection Bill, 2022 on personal data protection for implementing organizational and technical measures in processing personal data and lays down norms for cross-border transfer of personal data and to ensure the accountability of entities processing personal data. The enactment of the aforesaid bill may introduce stricter data protection norms for a company such as us and may impact our processes.

Further, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("Social Security Code"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labor legislations, were to take effect from April 1, 2021 (collectively, the "Labour Codes"). The GoI has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, cash flows, results of operations and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our businesses in the future.

2. ***Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us.

Furthermore, economic developments globally can have a significant impact on India. In particular, the global economy has been negatively impacted by the conflict between Russia and Ukraine. Governments in the United States, United Kingdom, and European Union have imposed sanctions on certain products, industry sectors, and parties in Russia. The conflict could negatively impact regional and global financial markets and economic conditions, and result in global economic uncertainty and increased costs of various commodities, raw materials, energy and transportation. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy.

3. ***If inflation rises in India, increased costs may result in a decline in profits and result of operations may be adversely affected.***

Inflation rates in India have been volatile in recent years, and such volatility may continue. Increasing inflation in India could cause a rise in the costs of third party suppliers and contract manufacturers, rents, wages, raw materials and other expenses. In recent years, India has experienced consistently high inflation, especially and increasingly so in recent months, which has increased the price of, among other things, our rent, raw materials and wages. Further, while the Government of India has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not worsen and rise in the future. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, prospects, financial condition, results of operations and cash flows.

4. ***Changing regulations in India could lead to new compliance requirements that are uncertain.***

As in most other businesses, the regulatory and policy framework in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations and policies that could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose additional requirements.

For instance, the GoI has recently introduced Wages Code, Social Security Code, OSHWCC and IRC which consolidate, subsume and replace numerous existing central labor legislations. We are yet to determine the impact of all or some such laws on our business and operations for which appropriate actions are being initiated.
Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy applicable to us, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management

time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

5. ***Natural disasters, fires, epidemics, pandemics, acts of war, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flood, earthquakes, etc.), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our technological infrastructure and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the equity shares of our Company.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. Certain countries in Southeast Asia have reported cases of bird-to-human transmission of avian and swine influenza, resulting in numerous human deaths. A worsening of the current outbreak of COVID-19 virus or future outbreaks of COVID-19 virus, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region and in turn have a material adverse effect on our business and the trading price of the equity shares of our Company.

6. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

7. ***Civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Indian economy.***

Certain events that are beyond the control of our Company, such as violence or war, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighboring countries. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on our business, future financial performance and price of the Equity Shares. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Indian economy and consequently Company's operations might be significantly affected. India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have an adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected.

8. ***Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is a company incorporated under the laws of India. A majority of our Company's Directors and officers are residents of India and a substantial portion of our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("CPC"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favor a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

9. ***Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of the SEBI ICDR Regulations. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

SUMMARY OF FINANCIAL INFORMATION

The following summary of financial and operating information is derived from the financial statements of our Company as of and for the period ended June 30, 2023 and March 31, 2023 after taking effect of the Scheme as described in the Auditors Report of S.R. Batliboi & Co. LLP, Chartered Accountants in the section titled "Financial Statements" on page 146 of this Information Memorandum.

Standalone Financial Information

Balance Sheet

(INR in Lakhs)

Particulars	As at June 30, 2023	As at March 31, 2023	As at March 31, 2022	March 31, 2021
ASSETS				
Non-current assets				
Property, plant and equipment	595.47	566.40	114.92	83.05
Investment properties	7,175.13	7,041.94	7,451.46	7,446.94
Intangible assets	1,270.81	333.02	3.45	5.78
Right-of-use assets	381.38	1,317.55	-	-
Financial assets				
(i) Investment	90,170.07	100,508.72	50,003.88	49,707.57
(ii) Other bank balances	290.31	335.35	239.37	-
(iii) Other financial assets	4,983.01	4,582.58	1,492.54	29.90
Non-current tax assets	758.79	771.72	350.14	-
Other non current assets	14.62	24.37	603.41	270.72
Deferred tax assets	866.61	205.07	86.51	-
	1,06,506.21	**115,686.72**	**60,345.68**	**57,543.96**
Current assets				
Inventories	190.34	195.10	1,345.25	3,217.27
Financial assets				
(i) Trade receivables	16,311.61	394.02	162.94	50.64
(ii) Investment	314.66	10,414.79	-	-
(iii) Cash and cash equivalents	119.61	155.61	56.05	287.77
(iv) Bank balances other than (iii) above	1,285.92	1,389.79	3,304.51	5,291.60
(v) Loans	17,444.71	17,375.14	3,089.57	1,235.95
(vi) Other financial assets	3,116.29	604.81	201.41	791.47
Other current assets	640.72	872.09	333.69	455.90
	39,423.86	**31,401.35**	**8,493.42**	**11,330.60**
TOTAL ASSETS	**1,45,930.07**	**147,088.07**	**68,839.10**	**68,874.56**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	-	-	7,791.00	7,791.00
Share capital pending issuance	14,713.45	14,710.36	-	-
Other equity	1,09,830.53	108,650.83	52,800.40	52,143.44
Total equity	**1,24,543.98**	**123,361.19**	**60,591.40**	**59,934.44**
Non-current liabilities				
Financial liabilities				
(i) Borrowings	9,606.25	9,731.84	3,661.88	3,805.08

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(ii) Lease liabilities	3,431.82	3,488.51	-	-
(iii) Other financial liabilities	1,549.41	1,440.75	852.34	374.41
Provisions	66.71	119.21	56.82	42.55
	14,654.19	**14,780.31**	**4,571.04**	**4,222.04**
Current liabilities				
Financial liabilities				
(i) Borrowings	5,256.10	7,071.22	2,830.10	3,260.00
(ii) Lease liabilities	244.39	236.66		-
(iii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises	41.11	-	4.63	159.79
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	707.22	977.21	307.96	552.55
(iv) Other financial liabilities	185.08	265.90	107.66	177.83
Other current liabilities	164.04	198.31	343.56	488.81
Provisions	133.56	197.27	82.75	79.10
	6,731.50	**8,946.58**	**3,676.66**	**4,718.08**
TOTAL LIABILITIES	**21,385.69**	**23,726.89**	**8,247.69**	**8,940.12**
TOTAL EQUITY AND LIABILITIES	**1,45,930.07**	**147,088.07**	**68,839.10**	**68,874.56**

Profit and Loss Account

(INR in Lakhs)

Particulars	**For the three months period ended June 30, 2023**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
INCOME				
Revenue from operations	685.01	4,929.23	3,901.22	1,872.19
Other income	1,206.62	4,955.96	1,046.49	1,070.99
Total income (I+II)	**1,891.63**	**9,885.19**	**4,947.71**	**2,943.18**
EXPENSES				
Decrease in inventories of work-in-progress and finished goods	-	1,138.84	1,850.95	1,557.96
Employee benefits expense	404.62	1,750.73	598.73	501.75
Finance costs	333.46	1,132.79	725.88	1,156.56
Depreciation and amortization expense	112.96	514.11	144.47	66.01
Other expenses	522.80	2,021.66	1,101.22	876.54
Total expenses (IV)	**1,373.84**	**6,558.13**	**4,421.25**	**4,158.82**
Profit before tax	**517.79**	**3,327.06**	**526.46**	**(1,215.64)**
Tax expenses				
- Current tax	42.40	2,050.58	-	-
- Deferred tax credit	(665.62)	(1,998.98)	-	0.07
Total tax expense	**(623.22)**	**51.59**	-	**0.07**

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Profit after tax	**1,141.01**	**3,275.45**	**526.46**	**(1,215.71)**
Other comprehensive income				
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Re-measurement losses on defined benefit plans	16.18	0.02	3.93	(9.79)
Income tax effect	(4.07)	(0.01)	-	-
Other comprehensive income for the year	12.11	0.01	3.93	(9.79)
Total comprehensive income/(loss) for the year	**1,153.12**	**3,275.46**	**530.39**	**(1,225.50)**
Earnings per equity share (Nominal Value of share Rs.10/-)				
Basic (Rs.)	0.78	2.23	0.67	(1.56)
Diluted (Rs.)	0.78	2.22	0.12	(1.56)

Cash Flow Statement

(INR in Lakhs)

Particulars	For the three months period ended June 30, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash flow from operating activities				
Profit/(Loss) before tax	517.79	3,327.06	530.39	(1,215.64)
Adjustments to reconcile profit before tax to net cash flows:				
Depreciation & amortization of property, plant and equipment and intangible assets	112.96	514.15	144.47	66.01
Interest in NCD	-	(583.77)	-	-
Employee stock option scheme expenses	14.67	100.60	39.57	25.57
Liability no longer required written back	-	(0.01)	(30.57)	(3.46)
Loss on disposal of property, plant and equipment	-	6.61	0.42	3.83
Unwinding of interest on security deposit	-	(10.67)	-	-
Interest income	(851.45)	147.42	(941.41)	(1,049.80)
Guarantee fee income	(18.34)	(89.45)	(14.72)	-
Fair value gain on financial instruments at fair value through profit or loss	(276.46)	(13.78)	-	-
Profit on sale of current investment	(60.37)	(1,034.81)	-	(0.20)
Profit on derecognition of right of use asset	-	(135.97)	-	-
Provision for doubtful advance written back	-	(1,062.00)	-	-
Finance costs (including fair value change in financial instruments)	333.46	1,140.24	682.60	1098.92
Operating profit before working capital changes	**(227.74)**	**2,305.62**	**410.75**	**(1,074.77)**
Working capital adjustments:				
Increase/ (decrease) in trade payables	(228.88)	(203.68)	(369.19)	(112.14)

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Increase/ (decrease) in long-term provisions	(73.74)	2.49	17.92	(5.55)
Increase/ (decrease) in other current and non current financial liabilities	58.10	136.48	-	117.23
Increase/ (decrease) in other current and non current liabilities	(34.27)	-	-	-
Increase/ (decrease) in deferred tax liability	-	-	-	-
Increase/ (decrease) in short-term provisions	-	21.16	-	5.76
Increase/ (decrease) in other current liabilities	-	(266.23)	(144.74)	116.68
Increase/ (decrease) in other financial liabilities	-	99.10	494.20	30.20
Decrease / (increase) in trade receivables	79.36	(50.97)	(112.31)	(33.54)
Decrease / (increase) in inventories	4.76	1,150.15	1,872.01	1,527.13
Decrease / (increase) in other current and non current assets	231.36	(483.05)	(506.62)	94.24
Decrease / (increase) in current and non current financial assets	(2,402.46)	(319.40)	(921.91)	17.89
Cash generated from operations	**(2,593.51)**	**2,391.67**	**740.11**	**683.13**
Income tax paid	(29.06)	(2,245.23)	(140.52)	(78.83)
Net cash flows used in operating activities	**(2,622.57)**	**146.44**	**599.59**	**604.30**
Cash flow from investing activities				
Purchase of property, plant and equipment (including intangible assets, CWIP and capital advances)	(111.87)	(357.79)	(77.04)	(38.57)
Proceeds from sale of property, plant and equipment	-	(29.71)	22.25	7.00
Investment in Subsidiary company	(4,152.11)	(44,293.93)	(281.60)	(2,421.45)
Sale of investment in subsidiary (net of expenses)	-	13,172.88	-	-
(Purchase)/Proceeds from sale of current investment	-	(7,041.03)	-	-
Loan repaid by subsidiaries	-	46.11	1,391.52	-
Loan given to subsidiaries	-	(1,313.89)	(3,247.17)	-
Investment in Investment property	(164.05)	34.49	(124.14)	(1,634.39)
Investment in Mutual Fund	(14,224.76)	(431.45)	-	0.20
Interest received	331.35	(660.44)	992.78	429.50
Investment in Right-of-use assets	-	271.95	-	-
Net movement in Deposit	148.91	39,647.34	1,747.71	-
Loan to related parties	(69.57)			
Sale of non-current investments	14,490.64			
Sale of Mutual Funds	8,665.00			
Net cash flows used in investing activities	**4,913.54**	**(955.47)**	**424.31**	**(3657.71)**
Cash flow from financing activities				
Proceeds from issuance of equity share capital including security premium, net of expenses incurred for shares issued	8.09	-	-	-

Repayment of lease liability (including interest)	(150.94)	(564.81)	-	-
Proceeds from issue of compulsorily convertible debentures	-	(0.01)	86.51	20,200.00
Loan to subsidiary company	-	(11,770.94)	-	(1,233.93)
Repayment of loan from subsidiary company	-	-	-	
Interest paid	(243.41)	(1,036.05)	(686.44)	(1,087.04)
Proceeds from short-term borrowings from Holding/subsidiary company (net)	-	-	-	(17,063.06)
Proceeds from issuance of ESOPs including security premium	-	24.86	-	-
Repayment of borrowings	(128.59)	(410.74)	(512.50)	
Repayment of short-term borrowings	(1,822.40)			
Proceeds from borrowings	10.28	14,512.63	(143.20)	2,407.69
Net cash flows from financing activities	**(2,326.97)**	**754.94**	**(1,255.63)**	**3,223.66**
Net decrease in cash and cash equivalents	(36.00)	(54.09)	(231.73)	**170.25**
Opening cash and cash equivalents on account of merger (refer note 37)	-	153.65	-	-
As at April 1, 2022 (post merger effect)	-	**99.56**		
Cash and cash equivalents at the beginning of the year	155.61	56.05	287.77	5,409.12
Cash and cash equivalents at year ended	**119.61**	**155.61**	**56.05**	**5,579.37**

Consolidated Financial Information

Balance Sheet

(INR in Lakhs)

Particulars	**As at June 30, 2023**	**As at March 31, 2023**	**As at March 31, 2022**
ASSETS			
Non-current assets			
Property, plant and equipment	610.65	582.66	116.48
Investment property	145,299.84	140,508.93	89,672.35
Other intangible assets	381.40	333.05	3.45
Right-of-use assets	1,270.76	1,317.55	-
Financial assets			
(i) Investments	930.01	5,363.17	-
(ii) Trade receivables	894.33	968.61	63.78
(iii) Other bank balances	1,106.31	1,001.35	10.26
(iv) Other financial assets	9,372.59	2,997.87	245.06
Deferred tax assets	2,041.53	1,998.45	43.83
Non-current tax assets	1,654.63	1,552.71	793.33
Other non current assets	6,969.27	5,337.43	1,790.50
	170,531.32	**161,961.78**	**92,739.04**
Current assets			
Inventories	41,727.39	38,691.83	1,375.52
Financial assets			
(i) Investments	22,302.78	10,596.36	1,274.28
(ii) Trade receivables	1,062.16	578.06	193.31
(iii) Cash and cash equivalents	10,316.27	1,762.70	272.20

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(iv) Bank Balances other than (iii) above	2,832.26	2,374.31	4,566.40
(v) Other financial assets	3,398.68	4,665.46	1,268.01
Other current assets	1,403.79	2,088.39	849.20
	83,043.33	**60,757.11**	**9,798.92**
Total assets	**253,574.65**	**222,718.89**	**102,537.96**
Equity			
Equity share capital	-	-	7,791.00
Shares pending for allotment	14,713.45	14,710.36	-
Other equity	102,662.36	106,410.14	53,095.73
Equity attributable to equity holders of parent company	117,375.81	**121,120.50**	**60,886.73**
Non-controlling interest	20,394.12	4,266.94	3,423.27
Total equity	**137,769.93**	**125,387.44**	**64,310.00**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	85,629.03	75,081.26	28,335.38
(ii) Lease liabilities	3,431.82	3,488.11	-
(iii) Other non current financial liabilities	6,152.93	4,536.85	3,742.96
Long term provisions	187.26	169.33	72.94
Deferred tax liabilities	519.44	1,083.41	391.19
	95,920.48	**84,358.96**	**32,542.47**
Current liabilities			
Financial liabilities			
(i) Borrowings	1,130.61	7,358.04	3,176.68
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	41.00	501.79	96.52
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	2,498.15	2,201.72	900.96
(iii) Lease liabilities	244.39	236.66	-
(iv) Other current financial liabilities	3,518.66	1,655.24	762.99
Current Tax Liabilities (net)	24.83	-	-
Other current liabilities	12,121.45	767.41	633.89
Short term provisions	305.15	251.63	114.45
	19,884.24	**12,972.49**	**5,685.49**
Total liabilities	**115,804.72**	**97,331.45**	**38,227.96**
Total equity and liabilities	**253,574.65**	**222,718.89**	**102,537.96**

Profit and Loss Statement

(INR in Lakhs)

Particulars	**As at June 30, 2023**	**As at March 31, 2023**	**As at March 31, 2022**
INCOME			
Revenue from operations	1,827.63	10,734.20	6,928.87
Other income	517.47	2,393.63	464.60
Total income	**2,345.10**	**13,127.83**	**7,393.47**
EXPENSES			
Cost of land, plots, development rights, constructed properties and others	-	1,015.55	-
Change in inventories of constructed properties	-	1,138.84	1,850.94
Employee benefits expense	266.94	1,537.73	347.49
Finance costs	437.65	1,861.87	1,616.92

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Depreciation and amortization expense	368.73	1,490.82	1,068.14
Other expenses	1,246.52	3,874.82	1,664.90
Total expenses	**2,319.84**	**10,919.63**	**6,548.39**
Profit/(loss) before tax before exceptional item	**25.26**	**2,208.20**	**845.08**
Exceptional item	(4,445.36)	-	-
Profit before tax	**(4,420.10)**	**2,208.20**	**845.08**
Tax expenses			
Current income tax charge	61.04	2,050.11	-
Adjustment in respect of tax relating to earlier years	-	4.17	77.82
Deferred tax credit	(644.11)	(1,692.78)	275.06
Total tax expense	**(583.07)**	**361.50**	**352.88**
Profit after tax	**(3,837.03)**	**1,846.70**	**492.20**
Attributable to:			
Equity holders of the parent	(3,778.72)	1,901.49	499.89
Non-controlling interests	(58.31)	(54.79)	(7.69)
Other comprehensive income not to be reclassified to profit or loss in subsequent period:			
Re-measurement loss of defined benefit plans	13.27	0.02	3.93
Income tax effect	(4.80)	(0.01)	(0.99)
Net comprehensive income not to be reclassified to profit or loss in subsequent period:	**8.47**	**0.01**	**2.94**
Other comprehensive income for the period, net of tax	**8.47**	**0.01**	**2.94**
Attributable to:			
Equity holders of the parent	**8.47**	-	-
Non-controlling interests	-	-	-
Total comprehensive income for the period	**(3,828.56)**	**1,846.71**	**495.14**
Attributable to:			
Equity holders of the parent	(3,770.25)	1,901.50	502.83
Non-controlling interests	(58.31)	(54.79)	(7.69)
Earnings per equity share (Nominal value of share Rs.10/-)			
Basic (Rs.)	(2.61)	1.29	1.30
Diluted (Rs.)	(2.61)	1.29	0.64

Cash Flow Statement

(INR in Lakhs)

Particulars	**As at June 30, 2023**	**As at March 31, 2023**	**As at March 31, 2022**
Operating activities			
Profit before tax	(4,420.10)	2,208.20	845.08
Adjustments to reconcile profit before tax to net cash flows:			
Exceptional Item	4445.36	-	-
Depreciation and amortisation expense	368.73	1,490.82	1,068.14
Expense recognised on employee stock option scheme	15.92	105.87	-
Fair value gain on financial instruments at fair value through profit or loss	(276.46)	(13.78)	-
Net gain on sale of non- current investments	-	(944.14)	-
Remeasurement of defined benefit plan	(13.27)	-	-
Loss on disposal of property, plant and equipment	-	-	0.42
Profit on derecognition of right of use assets	-	(135.97)	-

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Gain on sale of financial instruments	(65.37)	(101.82)	-
Liabilities/provisions no longer required written back	(13.15)	-	(30.57)
Revenue from Rental (Equilisation as pre INDAS)	-	-	(176.41)
Interest income	(127.36)	(25.25)	(338.37)
Unwinding of interest on security deposit	-	(319.88)	-
Finance costs	437.65	1,861.87	1,616.94
Operating profit before working capital changes	**365.22**	**4,125.90**	**2,985.23**
Working capital adjustments:			
Increase in trade and other receivables and prepayments	(409.82)	(436.37)	(296.64)
Decrease/(increase) in inventories	(3,035.56)	(37,299.88)	1,886.95
Increase/ (decrease) in provisions	71.45	-	17.92
Decrease/(increase) in current and non-current asset	698.09	(10,160.40)	(187.39)
Decrease / (increase) in current and non current financial assets	(6357.38)	-	-
(Decrease)/increase in current and non- current liability	11,353.68	(145.30)	1,640.74
Increase/ (decrease) in other current and non current financial liability	451.74	-	-
Decrease in trade and other payables	129.36	1,505.44	(1,189.26)
Decrease in financial asset	-	-	(346.15)
Cash generated from operations	**2986.21**	**(42,410.61)**	**4,511.42**
Income tax paid (net of refund)	(96.26)	(3,224.62)	(440.60)
Net cash flows from operating activities	**2889.95**	**(45,635.23)**	**4,070.82**
Investing activities			
Proceeds from sale of property, plant and equipment	-	(2,096.87)	(10,841.98)
Purchase of property, plant and equipment and investment property (including intangible assets and capital advances)	(3207.25)	(50,143.71)	(2,039.73)
Interest received	68.24	1,190.35	357.79
Net (investment)/redemption of deposits with remaining maturity for more than 3 months	(562.91)	38,933.62	464.19
(Purchase)/ sale of current investments (net)	(11376.79)	(6,270.64)	(35.27)
Proceeds from sale of non current investments	-	13,172.86	-
Net cash flows used in investing activities	**(15078.71)**	**(5,214.39)**	**(12,095.01)**
Financing activities			
Proceeds from issuance of equity share capital including security premium	8.09	24.86	-
Proceeds from issue of equity shares of subsidiary	-	1,851.13	-
Repayment of lease liability (including interest)	(150.54)	886.26	-
Sale of shares to non-controlling interest	14,490.49	-	-
Proceeds / (repayments) from short term borrowings	(6,227.43)	6,856.75	892.64
Proceeds from long-term borrowings	13802.09	81,470.46	12,181.54
Repayment of long-term borrowings	(254.93)	(34,724.58)	(2,804.05)
Interest paid	(925.44)	(4,236.05)	(2,471.84)
Net cash flows from financing activities	**20,742.33**	**52,128.83**	**7,798.29**
Net increase/(decrease) in cash and cash equivalents	8,553.57	1,279.21	(225.90)
Add Merger adjustement	-	211.29	-
Cash and cash equivalents at the beginning of the year	1,762.70	272.20	498.10
Cash and cash equivalents at the end of the year	**10,316.27**	**1,762.70**	**272.20**

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GENERAL INFORMATION

Our Company was incorporated on March 22, 2016, under the provisions of Companies Act 2013 in the state of Punjab vide Certificate of Incorporation issued by the Registrar of Companies, Punjab and Chandigarh ("ROC"). The Corporate Identity Number of our Company is U70200PB2016PLC040200. There has been no change in the name of our Company since its incorporation. For further details, see the chapter titled "*History and Certain Corporate Structure*" beginning on page 94.

Registered Office of our Company
419, Bhai Mohan Singh Nagar,
Village Railmajra, Tehsil Balachaur,
District S.B.S. Nagar,
(Nawanshahr), Punjab – 144 533
Tel.: +91 01881-462000
E-mail: secretarial@maxestates.in
Website: www.maxestates.in

Corporate Office
Max Towers, L-15,
C-001/A/1, Sector – 16B, Gautam Buddha Nagar
Noida – 201301, Uttar Pradesh, India
Tel.: +91 20-474-3222

Registrar of Companies
Registrar of Companies, Chandigarh
1st Floor, Corporate Bhawan, Plot No. 4-B,
160 019, Chandigarh
E-mail id: chandigarh@mca.gov.in
Tel.: +91 0172 2639415/2369416

Board of Directors of our Company

The following table sets out details regarding our Board as on the date of this Information Memorandum:

Sr. No.	Name	Designation	DIN	Address
1.	Analjit Singh	Non-Executive – Non Independent Director	00029641	15, Dr A P J Abdul Kalam Road Sunehari Bagh Lane, Nirman Bhawan, Central Delhi, New Delhi – 110 011
2.	Dinesh Kumar Mittal	Non-Executive – Independent Director	00040000	B-71, Sector 44, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301
3.	Gauri Padmanabhan	Non-Executive – Independent Director	01550668	Flat No. 14B, Tower H, Belgravia Appartment, Central Park – II, Near Subhash Chowk, Sector 48, South City – II, Gurugram, Haryana – 122018
4.	Niten Malhan	Non-Executive – Independent Director	00614624	2705, The Imperial, B.B. Nakashe Marg, Behind RTO Taredo, Tulsiwadi, Mumbai Maharashtra – 400 034

Sr. No.	Name	Designation	DIN	Address
5.	Ka Luk Stanley Tai	Non-Executive – Non-Independent Director	08748152	100 Riverside BLVD 11G, New York, NY, USA- 100690416
6.	Sahil Vachani	Executive Director	00761695	S-43, Panchsheel Park, Malviya Nagar, S.O South Delhi, New Delhi – 110 017

For details of our Directors, refer to section titled "*Our Management*" on page 113 of the Information Memorandum.

Company Secretary & Compliance Officer	Chief Financial Officer
Mr. Abhishek Mishra Company Secretary & Compliance Officer Max Towers, L-15, C-001/A/1, Sector – 16B, Gautam Budh Nagar Noida – 201301, Uttar Pradesh, India Tel.: +91 0120-4743222 Email: abhishek.mishra@maxestates.in	Mr. Nitin Kumar Chief Financial Officer Max Towers, L-15, C-001/A/1, Sector – 16B, Gautam Budh Nagar Noida – 201301, Uttar Pradesh, India Tel.: +91-0120-4743222 Email: nitin.kansal@maxestates.in

Registrar and Share Transfer Agent
MAS Services Limited
Plot No.
T-34, 2nd Floor, Okhla Industrial Area,
Phase II, New Delhi – 110020
Contact Person: Mr Sharwan Mangla
Phone: +91 11 4132 0336
Email Id: investor@masserv.com
Website: www.masserv.com

Bankers to our Company

Name of Bank	Contact person	Address	e-mail	Contact number
HDFC Bank Limited	Nitika Jain	Plot No 118, Block D, Sector-26, Noida – 201301	nitikas.jain@hdfcbank.com	+91 120 4894481
ICICI Bank Limited	Komal Sharma	Senior Mall, Sector 18, Noida, Uttar Pradesh 201301	sharma.kom@icicibank.com	+91 120 6166624
Yes Bank Limited	Sanjeev Chauhan	G1 to G3, 43, Chiranjiv Tower, Nehru Place, New Delhi, Delhi 110019	sanjeev.chauhan@yesbank.in	+91 011 33541350

Auditors of our Company
Pravin Tulsyan
M/s. S.R. Batliboi & Co. LLP
Chartered Accountants
FRN: 301003E/E300005
Address: Golf View Corporate Tower – B,
Sector 42, Sector Road,
Gurugram, Haryana 122002
Tel: +91 124 681 6000

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Email: Pravin.Tulsyan@srb.in
Peer Review Cert. No.: 013326

Changes in auditors during last three financial years

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
S.R. Batliboi & Co. LLP	Golf View Corporate Tower – B, Sector 42, Sector Road, Gurugram, Haryana- 122002	March 27, 2023	-	-
K.K. Mankeshwar & Co.	121, Pocket-1, Jasola, New Delhi – 110 025	September 26, 2022	March 24, 2023	March 24, 2023

Authority of Listing

The Hon'ble NCLT, vide Order dated July 03, 2023 (certified copy received by the Company on July 24, 2023) sanctioned the Scheme. For more details relating to the Scheme, please refer to the Section titled "*Composite Scheme of Amalgamation and Arrangement*" on page 66 of this Information Memorandum. In accordance with the said Scheme, the equity shares of our Company issued and allotted pursuant to the Scheme shall be listed and admitted to trading on the BSE and NSE. Such listing and admission for trading is not automatic and is subject to fulfillment by the Company of criteria of BSE and NSE and also subject to such other terms and conditions as may be prescribed by BSE at the time of application by our Company seeking listing. The Company has received approval for listing of its equity shares on BSE vide their letter no. DCS/AMAL/PB/IP/2908/2023-24 dated September 15, 2023 and from NSE vide their letter no. NSE/LIST/110 dated September 14, 2023. Further, the Company has also received a letter bearing no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/42509/2 dated October 16, 2023 from the SEBI in relation to relaxation from applicability of Rule 19(2)(b) of the SCRR for listing of the equity shares of Transferee Company on BSE and NSE.

Eligibility Criterion

There being no Initial public offering or rights issue, the eligibility criteria in terms of Chapter II and III of SEBI ICDR Regulations do not become applicable. However, SEBI vide its master circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, has subject to certain conditions, permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Rule 19(2)(b) of SCRR, as amended.

Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for public issues, as applicable, to BSE and NSE for making the said Information Memorandum available to public through their website viz. www.maxestates.in, www.bseindia.com **and** www.nseindia.com. Our Company has made the said Information Memorandum available on its website. Our Company has published an advertisement in the newspapers containing its details in line with the details required as per the above-mentioned circular on October 23, 2023. The advertisement draws specific reference to the availability of this Information Memorandum on its website.

Prohibition by SEBI

The Company, its Directors, its Promoters, promoter group, other companies promoted by the promoter and companies with which the Company's Directors are associated as director's have not been prohibited from accessing the capital market under any order or direction passed by SEBI.

General Disclaimer from the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of SEBI Master Circular, as amended from time to time, or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Listing

The Company has nominated NSE as Designated Stock Exchange for the aforesaid listing of the Equity Shares. The Company has received in-principle approvals from NSE on September 14, 2023 and BSE on September 15, 2023 and has received approval from SEBI under Rule 19(2)(b) of the Securities Contract Regulation Act, 1956 (SCRR) on October 16, 2023.

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CAPITAL STRUCTURE

The Share Capital of our Company is set forth below:

Share Capital of our Company prior to the Scheme:

Particulars	Aggregate Nominal Value (in ₹)
Authorised Share Capital	
7,80,00,000 Equity Shares of face value of ₹ 10 each	78,00,00,000
Total	**78,00,00,000**
Issued Share Capital, Subscribed and Paid-up Capital	
7,79,10,000 Equity Shares of face value of ₹ 10 each	77,91,00,000
Total	**77,91,00,000**

Share Capital of our Company post the Scheme:

Particulars	Aggregate Nominal Value (in ₹)
Authorised Share Capital	
22,80,00,000 Equity Shares of face value of ₹ 10 each	2,28,00,00,000
Total	**2,28,00,00,000**
Issued Share Capital, Subscribed and Paid-up Capital	
14,71,34,544 Equity Shares of face value of ₹ 10 each	1,47,13,45,440
Total	**1,47,13,45,440**

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorised Share Capital

The details of changes in authorised share capital of our Company since Incorporation are as follows:

Date of Shareholders' Meeting	Particulars	Cumulative No. of Equity Shares	Face Value (₹)	Authorised Share Capital (in ₹)
March 22, 2016	On Incorporation	50,000	10	5,00,000
May 23, 2016	Increased from ₹ 5,00,000 (Rupees Five Lacs only) divided into 50,000 equity shares of ₹ 10/- (Rupees Ten only) each to ₹10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 equity shares of ₹ 10/- (Rupees Ten only) each.	1,00,00,000	10	10,00,00,000
August 02, 2018	Increased from ₹ 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 78,00,00,000 (Rupees Seventy Eight Crores Only) equity shares divided into 7,80,00,000 equity shares of ₹ 10/- each (Rupees Ten only).	7,80,00,000	10	78,00,00,000
July 31, 2023	Increased from ₹ 78,00,00,000 (Rupees Seventy Eight Crores Only) divided into 7,80,00,000 equity shares of ₹ 10/-	22,80,00,000	10	2,28,00,00,000

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	(Rupees Ten only) to ₹ 228,00,00,000 (Rupees Two Hundred Twenty Eight Crores Only) divided into 22,80,00,000 equity shares of ₹ 10/- (Rupees Ten only), pursuant to the Scheme	

2. Equity Share Capital History

a. The details of existing Equity Share Capital of our Company are as follows:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration (Cash, Other than cash, etc) (₹)	Nature of Allotment	Cumulative		Name of Allottee
						No. of Equity Shares	Equity Share Capital (₹)	
Upon Incorporation	50,000	10	10	Cash	Subscription to MOA	50,000	5,00,000	MVIL
September 15, 2016	20,00,000	10	10	Cash	Further Allotment	20,50,000	2,05,00,000	MVIL
September 26, 2016	25,00,000	10	10	Cash	Further Allotment	45,50,000	4,55,00,000	MVIL
September 30, 2016	11,50,000	10	10	Cash	Further Allotment	57,00,000	5,70,00,000	MVIL
November 30, 2016	23,00,000	10	10	Cash	Further Allotment	80,00,000	8,00,00,000	MVIL
August 23, 2018	5,00,00,000	10	10	Cash	Further Allotment	5,80,00,000	58,00,00,000	MVIL
November 28, 2018	1,00,00,000	10	10	Cash	Further Allotment	6,80,00,000	68,00,00,000	MVIL
December 06, 2019	50,50,000	10	10	Cash	Further Allotment	7,30,50,000	73,05,00,000	MVIL
March 20, 2020	48,60,000	10	10	Cash	Further Allotment	7,79,10,000	77,91,00,000	MVIL
July 31, 2023	(7,79,10,000)	NA	NA	NA	Cancellation of shares held by MVIL pursuant to the Scheme	(7,79,10,000)	(77,91,00,000)	-
August 18, 2023	14,71,34,544	10	10	NA	Allotment pursuant to the Scheme	14,71,34,544	14,71,34,544	Refer Note

Note: Allotment of 14,71,34,544 Equity Shares to the shareholders of MVIL, as on Record Date, entitled to the equity shares of MEL pursuant to the Scheme.

b. **Issue of Shares for Consideration other than cash and out of revaluation reserves:** Our Company has not issued any Equity Shares/Preference Shares out of revaluation reserves or for consideration other than cash except pursuant to the Scheme.

c. **Equity Shares allotted at a price lower than the Offer Price in the last year from date of this Information Memorandum**: Not Applicable

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d. **Shareholding Pattern of our Company before and after the Scheme:**

The table below presents our shareholding pattern before the Scheme becoming effective

Table I: Summary statement holding of specified securities

Category	Category of shareholders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C2))	No. of voting rights held in each class of securities – No. of voting rights: Class X	Class Y	Total	Total as % of (A+B+C2)	No. of shares underlying outstanding convertible securities (including warrants)	No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares: No. (a)	As a % of total shares held (b)	No. of shares pledged: No. (a)	As a % of total shares held (b)	No. of Equity Shares held in dematerialised form
(A)(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)				(IX)	(X)	(X) (a)	(XI) = (VII) + (X) as a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	7	7,79,10,000	-	-	7,79,10,000	100.00	7,79,10,000	-	7,79,10,000	100.00	-	-	100.00	-	-	-	-	7,79,09,999
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non promoter non public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	**Shares held by Employee trust**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	**7,79,10,000**	-	-	7,79,10,000	**100.00**	**7,79,10,000**	-	**7,79,10,000**	**100.00**	-	-	**100.00**	-	-	-	-	7,79,09,999

Table II: Statement showing shareholding pattern of the Promoter and Promoter Group

Cate -gory	Category of share-holders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities	No. of shares underlying outstanding warrants	No. of shares underlying outstanding convertible securities and No. of warrants	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form (**)
							(as a % of (A+B+C2)	No. of voting rights			Total as % of (A+B+C)					No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class X	Class Y	Total										
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)				(IX)	(X)	(XI)	(XI) (a)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
A(1)	**Indian**																			
(a)	Individuals / HUF	6	6	-	-	6	0.00	6	-	6	0.00	-	-	-	0.00	-	-	-	-	6
	Sahil Vachani*	1	1	-	-	1	0.00	1	-	1	0.00	-	-	-	0.00	-	-	-	-	1
	Rishi Raj*	1	1	-	-	1	0.00	1	-	1	0.00	-	-	-	0.00	-	-	-	-	1
	Nitin Kumar*	1	1	-	-	1	0.00	1	-	1	0.00	-	-	-	0.00	-	-	-	-	1
	Amit Jain*	1	1	-	-	1	0.00	1	-	1	0.00	-	-	-	0.00	-	-	-	-	1
	Navneet Narayan Malhotra*	1	1	-	-	1	0.00	1	-	1	0.00	-	-	-	0.00	-	-	-	-	1
	Manohar Kumar*	1	1	-	-	1	0.00	1	-	1	0.00	-	-	-	0.00	-	-	-	-	1
(b)	Central Govt / State Govt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other (specify)	1	7,79,09,994	-	-	7,79,09,994	100.00	7,79,09,994	-	7,79,09,994	100.00	-	-	-	100.00	-	-	-		7,79,09,994
	Max Ventures and Industries Limited	1	7,79,09,994	-	-	7,79,09,994	100.00	7,79,09,994	-	7,79,09,994	100.00	-	-	-	100.00	-	-	-		7,79,09,994
	Sub-total A(1)	7	**7,79,10,000**	-	-	**7,79,10,000**	**100.00**	**7,79,10,000**	-	**7,79,10,000**	**100.00**	-	-	-	**100.00**	-	-	-		**7,79,10,000**
A(2)	**Foreign**																			
(a)	Individuals (Non resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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(d)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any others (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total A(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	**7**	**7,79,10,000**	**-**	**-**	**7,79,10,000**	**100.00**	**7,79,10,000**	**-**	**7,79,10,000**	**100.00**	**-**	**-**	**-**	**100.00**	**-**	**-**	**-**	**-**	**7,79,10,000**

** The shareholders are nominee shareholders of Max Ventures and Industries Limited*

Table III: Statement showing shareholding pattern of public shareholder

	Category of share-holders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities	No. of shares underlying outstanding warrants	No. of shares underlying outstanding convertible securities and No. Of warrants	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
							(as a % of (A+B+C2)	Cate-gory			Total as % of (A+B+C2)					No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(B)(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI)	(XI) (a)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
1	**Institutions(Domestic)**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternative Investment Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Bank	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Provident funds / pension funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Asset Reconstruction companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(j)	Other Financial Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Any other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)2	**Institutions (Foreign)**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors Category I	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors Category II	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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(g)	Any other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)3	**Central Government / State Government(s)**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	State Government / Governor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Shareholding by Companies or Bodies Corporate where Central/State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)4	**Non-Institutions**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Associate companies/Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund(IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Resident Individuals holding nominal share capital upto Rs. 2 Lakhs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Non Resident Indians (NRIs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(j)	Foreign Nationals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(l)	Bodies Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(m)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(4)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total shareholding of Public (B) = (B)(1) + (B)(2)+(B)(3)+(B)(4)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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Table IV: Statement showing shareholding pattern of Non promoter Non public shareholder

Cate-gory	Category of share-holders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
							(as a % of (A+B+C)	No. of voting rights			Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(C)(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
1	Custodian / DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Employees benefit trust (under SEBI (Share based employee benefit) Regulations, 2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Total non promoter non public shareholding (C) = (C)(1) + (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A+B+C)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No	*Details of the significant beneficial owner (I)*			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect *: (III) Whether by virtue of:*							*Date of creation / acquisition of significant beneficial interest* (IV)*	
	Name	*PAN/Passport No. in case of a foreign national*	*Nationality*	*Name*	*PAN/Passport No. in case of a foreign national*	*Nationality*	*Shares %*	*Voting rights %*	*Rights on distributable dividend or any other distribution*	*Exercise of control*	*Exercise of significant influence*				
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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The tables below presents our shareholding pattern after allotment and capital reduction pursuant to the Scheme

Table I: Summary statement holding of specified securities

Category	Category of shareholders	No. of shareholders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C2)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (including warrants)	No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
								No. of voting rights			Total as % of (A+B+C2)				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(X) (a)	(XI) = (VII) + (X) as a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	7	7,28,46,286	-	-	7,28,46,286	49.51	7,28,46,286	-	7,28,46,286	49.51	-	-	49.51	-	-	-	-	7,28,46,286
(B)	Public	24,910	7,42,88,258	-	-	7,42,88,258	50.49	7,42,88,258	-	7,42,88,258	50.49	-	-	50.49	-	-	-	-	7,42,88,258
(C)	Non promoter non public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	24,917	14,71,34,544	-	-	14,71,34,544	100.00	14,71,34,544	-	14,71,34,544	100.00	-	-	100.00	-	-	-	-	14,71,34,544

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Table II: Statement showing shareholding pattern of the Promoter and Promoter Group

Cate-gory	Category of share-holders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C2)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities	No. of shares underlying outstanding warrants	No. of shares underlying outstanding convertible securities and No. of warrants	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form (**)
								No. of voting rights			Total as % of (A+B+C)					No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI)	(XI) (a)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
A(1)	Indian																			
(a)	Individuals / HUF	5	43,62,367	-	-	43,62,367	2.96	43,62,367	-	43,62,367	2.96	-	-	-	2.96	-	-	-	-	43,62,367
	Ravi Vachani		73,477	-	-	73,477	0.05	73,477	-	73,477	0.05	-	-	-	0.05	-	-	-	-	73,477
	Neelu Analjit Singh		47,501	-	-	47,501	0.03	47,501	-	47,501	0.03	-	-	-	0.03	-	-	-	-	47,501
	Analjit Singh		41,41,481	-	-	41,41,481	2.81	41,41,481	-	41,41,481	2.81	-	-	-	2.81	-	-	-	-	41,41,481
	Piya Singh		52,407	-	-	52,407	0.04	52,407	-	52,407	0.04	-	-	-	0.04	-	-	-	-	52,407
	Tara Singh Vachani		47,501	-	-	47,501	0.03	47,501	-	47,501	0.03	-	-	-	0.03	-	-	-	-	47,501
	Veer Singh		0			0	0.00	0	-	0	0.00				0.00					0
(b)	Central Govt / State Govt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other	2	6,84,83,919	-	-	6,84,83,919	46.55	6,84,83,919	-	6,84,83,919	46.55	-	-	-	46.55	-	-	-	-	6,84,83,919
	Max Ventures Investment Holdings(P) Ltd.	1	3,46,69,346	-	-	3,46,69,346	23.56	3,46,69,346	-	3,46,69,346	23.56	-	-	-	23.56	-	-	-	-	3,46,69,346
	SIVA ENTERPRISES PRIVATE LIMITED	1	3,38,14,573	-	-	3,38,14,573	22.98	3,38,14,573	-	3,38,14,573	22.98	-	-	-	22.98	-	-	-	-	3,38,14,573
	Sub-total A(1)	**7**	**7,28,46,286**	-	-	**7,28,46,286**	**49.51**	**7,28,46,286**	-	**7,28,46,286**	**49.51**	-	-	-	49.51	-	-	-	-	**7,28,46,286**
A(2)	**Foreign**																			
(a)	Individuals (Non resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any others (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total A(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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	Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	**7**	**7,28,46,286**	-	-	**7,28,46,286**	**49.51**	**7,28,46,286**	-	**7,28,46,286**	**49.51**	-	-	-	**49.51**	-	-	-	-	**7,28,46,286**

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Table III: Statement showing shareholding pattern of public shareholder

	Category of share-holders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C2)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities	No. of shares underlying outstanding warrants	No. of shares underlying outstanding convertible securities and No. Of warrants	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
								Cate-gory			Total as % of (A+B+C2)					No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(B) (I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI)	(XI) (a)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
1	**Institutions(Domestic)**																			
(a)	Mutual Funds	2	848	-	-	848	0.00	848	-	848	0.00	-	-	-	0.00	-	-	-	-	848
(b)	Venture Capital Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternative Investment Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Bank	1	150	-	-	150	0.00	150	-	150	0.00	-	-	-	0.00	-	-	-	-	150
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Provident funds / pension funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Asset Reconstruction companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	NBFCs registered with RBI	2	4,500	-	-	4,500	0.00	4,500	-	4,500	0.00	-	-	-	0.00	-	-	-	-	4,500

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Xm

(j)	Other Financial Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(k)	Any other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(1)	**5**	**5498**	**-**	**-**	**5498**	**0.00**	**5498**	**-**	**5498**	**0.00**	**-**	**-**	**-**	**0.00**	**-**	**-**	**-**	**-**	**5,498**
(B) 2	**Institutions (Foreign)**																			
(a)	Foreign Direct Investment	1	3,12,82,950	-	-	3,12,82,950	21.26	3,12,82,950	-	3,12,82,950	21.26	-	-	-	21.26	-	-	-	-	3,12,82,950
	New York Life International Holdings Limited	1	3,12,82,950	-	-	3,12,82,950	21.26	3,12,82,950	-	3,12,82,950	21.26	-	-	-	21.26	-	-	-	-	3,12,82,950
(b)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investors Category I	22	1,30,58,592	-	-	1,30,58,592	8.88	1,30,58,592	-	1,30,58,592	8.88	-	-	-	8.88	-	-	-	-	1,30,58,592
	India Insight Value Fund		31,17,000	-	-	31,17,000	2.12	31,17,000	2.12	31,17,000	2.12	-	-	-	2.12	-	-	-	-	31,17,000
	First Sentier Investors ICVC - Fssa Asia Focus Fund		39,40,229	-	-	39,40,229	2.68	39,40,229	2.68	39,40,229	2.68	-	-	-	2.68	-	-	-	-	39,40,229
	New York Life Insurance Company		20,77,260	-	-	20,77,260	1.41	20,77,260	1.41	20,77,260	1.41	-	-	-	1.41	-	-	-	-	20,77,260
	Habrok India Master LP		14,59,233	-	-	14,59,233	0.99	14,59,233	0.99	14,59,233	0.99	-	-	-	0.99	-	-	-	-	14,59,233
(e)	Foreign Portfolio Investors Category II	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Overseas Depositories (holding DRs) (balancing)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Any other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(2)	**23**	4,43,41,542	-	-	4,43,41,542	30.14	4,43,41,542	30.14	4,43,41,542	30.14	-	-	-	30.14	-	-	-	-	4,43,41,542
(B) 3	**Central Government / State Government (s)**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Max Estates Limited

(a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	State Government / Governor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Shareholding by Companies or Bodies Corporate where Central/State Government is a promoter	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(B)4	**Non-Institutions**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Associate companies/Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Key Managerial Personnel	1	88,796	-	-	88,796	0.06	88,796	0.06	88,796	0.06	-	-	-	0.06	-	-	-	-	88,796
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Investor Education and Protection Fund(IEPF)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(g)	Resident Individuals holding nominal share capital upto Rs. 2 Lakhs	23961	87,82,266	-	-	87,82,266	5.97	87,82,266	5.97	87,82,266	5.97	-	-	-	5.97	-	-	-	-	87,82,266
(h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	144	1,36,39,816	-	-	1,36,39,816	9.27	1,36,39,816	9.27	1,36,39,816	9.27	-	-	-	9.27	-	-	-	-	1,36,39,816
	Atul B Lall	1	22,72,269	-	-	22,72,269	1.54	22,72,269	1.54	22,72,269	1.54	-	-	-	1.54	-	-	-	-	22,72,269
(i)	Non Resident Indians (NRIs) (Repatriable)	252	22,42,561	-	-	22,42,561	1.52	22,42,561	1.52	22,42,561	1.52	-	-	-	1.52	-	-	-	-	22,42,561
	Non Resident Indians (NRIs) (non-Repatriable)	269	6,94,379	-	-	6,94,379	0.47	6,94,379	0.47	6,94,379	0.47	-	-	-	0.47	-	-	-	-	6,94,379
(j)	Foreign Nationals	1	104	-	-	104	0.00	104	0.00	104	0.00	-	-	-	0.00	-	-	-	-	104
(k)	Foreign Companies	1	240	-	-	240	0.00	240	0.00	240	0.00	-	-	-	0.00	-	-	-	-	240
(l)	Bodies Corporate	227	26,11,094	-	-	26,11,094	1.77	26,11,094	1.77	26,11,094	1.77	-	-	-	1.77	-	-	-	-	26,11,094
(m)	**Any Other (Specify)**	**26**	**18,81,962**	-	-	**18,81,962**	**1.28**	**18,81,962**	**1.28**	**18,81,962**	**1.28**	-	-	-	**1.28**	-	-	-	-	**18,81,962**
	Clearing Member	23	18,81,061	-	-	18,81,061	1.28	18,81,061	1.28	18,81,061	1.28	-	-	-	1.28	-	-	-	-	18,81,061
	FE Securities Pvt	1	15,40,002	-	-	15,40,002	1.05	15,40,002		15,40,002	1.05	-	-	-	1.05	-	-	-	-	15,40,002
	Trust	3	901	-	-	901	0.00	901	0.00	901	0.00	-	-	-	0.00	-	-	-	-	901
	Sub Total (B)(4)	**24,882**	**2,99,41,218**	-	-	**2,99,41,218**	**20.35**	**2,99,41,218**	**20.35**	**2,99,41,218**	**20.35**	-	-	-	**20.35**	-	-	-	-	**2,99,41,218**
	Total shareholding of Public (B) = (B)(1) + (B)(2)+(B)(3)+(B)(4)	**24,910**	**7,42,88,258**	-	-	**7,42,88,258**	**50.49**	**7,42,88,258**	**50.49**	**7,42,88,258**	**50.49**	-	-	-	**50.49**	-	-	-	-	**7,42,88,258**

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Table IV: Statement showing shareholding pattern of Non promoter Non public shareholder

Cate-gory	Category of share-holders	No. of share-holders	No. of fully paid up Equity Shares held	No. of partly paid up Equity Shares held	No. of shares underlying Depository Receipts	Total no. of shares held	Share-holding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C)	No. of voting rights held in each class of securities				No. of shares underlying outstanding convertible securities (including warrants)	Shareholding as % assuming full conversion of convertible securities (as a % of diluted share capital)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialised form
								No. of voting rights			Total as % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class X	Class Y	Total								
(C)(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = IV + V + VI	(VIII)				(IX)	(X)	(XI) = (VII) + (X) as a % of (A+B+C)	(XII)		(XIII)		(XIV)
1	Custodian / DR Holder																	
	(A) Name of the Dr Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (c)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Employees benefit trust / Employee Welfare Trust																	
	(A) under SEBI (Share based employee benefit) Regulations, 2014	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (c)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Total non promoter non public shareholding (C) = (C)(1) + (C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Grand Total (A+B+C)	24,917	14,71,34,544	-	-	14,71,34,544	100.00	14,71,34,544	-	14,71,34,544	100.00	-	100.00	-	-	-	-	14,71,34,544

Table V - Statement showing details of significant beneficial owners (SBOs)

Sr. No	*Details of the significant beneficial owner (I)*			*Details of the registered owner (II)*			*Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect *: (III) Whether by virtue of:*							*Date of creation / acquisition of significant beneficial interest* (IV)*	
	Name	*PAN/Passport No. in case of a foreign national*	*Nationality*	*Name*	*PAN/Passport No. in case of a foreign national*	*Nationality*	*Shares %*	*Voting rights %*	*Rights on distributable dividend or any other distribution*	*Exercise of control*	*Exercise of significant influence*				
1	Mr. Analjit Singh	ABLPS7514D	Indian	Max Ventures Investment Holdings Private Limited	AACD0213H	Indian	20.47	-	-	-	-	-	-	18/08/2023	-

Table VI Statement showing foreign ownership limits

Sr. No	Particular	Approved Limits (%)	Limit Utilized
1	As on Shareholding Date	100	31.74
2	As on the end of previous 1st quarter	100	31.63
3	As on the end of previous 2nd quarter	100	31.51
4	As on the end of previous 3rd quarter	100	31.04
5	As on the end of previous 4th quarter	100	30.18

(d) Other details of the Shareholding of the Company

(i) As on the date of this Information Memorandum, our Company has 28,148 shareholders.

(ii) Set forth below is a list of shareholders holding 1% or more of the paid-up share capital of our Company, on a fully diluted basis, as on the date of this Information Memorandum.

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	Max Ventures Investment Holdings Private Limited	3,46,69,346	23.56%
2	Siva Enterprises Private Limited	3,38,14,573	22.98%
3	New York Life International Holdings Ltd	3,12,82,950	21.26%
4	Analjit Singh	41,41,481	2.81%
5	First Sentier Investors ICVC - FSSA Asia Focus Fund	39,40,229	2.68%
6	India Insight Value Fund	31,17,000	2.12%
7	Atul B Lall	22,72,269	1.54%
8	New York Life Insurance Company	20,77,260	1.41%
9	FE Securities Pvt	15,40,002	1.05%

(iii) Set forth below is a list of shareholders holding 1% or more of the paid-up share capital of our Company, on a fully diluted basis, as of 10 days prior to the date of this Information Memorandum.

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	Max Ventures Investment Holdings Private Limited	3,46,69,346	23.56%
2	Siva Enterprises Private Limited	3,38,14,573	22.98%
3	New York Life International Holdings Ltd	3,12,82,950	21.26%
4	Analjit Singh	41,41,481	2.81%
5	First Sentier Investors ICVC - FSSA Asia Focus Fund	39,40,229	2.68%
6	India Insight Value Fund	31,17,000	2.12%
7	Atul B Lall	22,72,269	1.54%
8	New York Life Insurance Company	20,77,260	1.41%
9	FE Securities Pvt	15,40,002	1.05%

(iv) Set forth below is a list of shareholders holding 1% or more of the paid-up share capital of our Company, on a fully diluted basis, as of the date one year prior to the date of this Information Memorandum:

Sr. No.	Name of the Shareholders*	No. of Equity Shares	% of total Shareholding
1	Max Ventures and Industries Limited	7,79,09,994	100.00
2	Mr. Sahil Vachani*	1	0.00
3	Mr. Rishi Raj*	1	0.00
4	Mr. Nitin Kumar*	1	0.00
5	Mr. Amit Jain*	1	0.00
6	Mr. Navneet Narayan Malhotra*	1	0.00
7	Mr. Manohar Kumar*	1	0.00
	Total	**7,79,10,000**	**100.00**

**holding share as nominee on the behalf of Max Ventures and Industries Limited*

(v) Set forth below is a list of Top ten shareholders of our Company, on a fully diluted basis, as on the date of this Information Memorandum.

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	Max Ventures Investment Holdings Private Limited	3,46,69,346	23.56%
2	Siva Enterprises Private Limited	3,38,14,573	22.98%

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Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
3	New York Life International Holdings Ltd	3,12,82,950	21.26%
4	Analjit Singh	41,41,481	2.81%
5	First Sentier Investors ICVC - FSSA Asia Focus Fund	39,40,229	2.68%
6	India Insight Value Fund	31,17,000	2.12%
7	Atul B Lall	22,72,269	1.54%
8	New York Life Insurance Company	20,77,260	1.41%
9	FE Securities Pvt	15,40,002	1.05%
10	Habrok India Master LP	14,59,233	0.99%

(vi) Except to the extent required to comply with applicable law, our Company, presently, does not intend nor does it propose to alter its capital structure for a period of 6 (six) months from the date of this Information Memorandum, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements (including significant project expansion), our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

(vii) Capital Built-up of Promoters

As on the date of this Information Memorandum, our Promoters, Members of our Promoter Group holds 7,28,46,286 equity shares representing 49.51% of the Issued, subscribed and paid-up capital of the Company, as set forth in the table below:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1	Max Ventures Investment Holdings Private Limited	3,46,69,346	23.56
2	Siva Enterprises Private Limited	3,38,14,573	22.98
3	Mr. Analjit Singh	41,41,481	2.81
4	Ms. Neelu Analjit Singh	47,501	0.03
5	Ms. Piya Singh	52,407	0.04
6	Mr. Veer Singh	-	0.00
7	Ms. Tara Singh Vachani	47,501	0.03
8	Mr. Sahil Vachani	-	0.00
9	Mr. Ravi Vachani	73,477	0.05
	Total	**7,28,46,286**	**49.51**

(viii) Build-up of the Promoter shareholding in our Company

Pursuant to the Scheme, the Promoter and Promoter Group were allotted Equity Shares in MEL, basis their shareholding in MVIL, as on Record Date.

(ix) All Equity shares are fully-paid up as on the date of allotment of such Equity Shares.

(x) As on the date of the Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments.

(xi) As on the date of this Information Memorandum, none of the Equity Shares held by our Promoters are pledged.

(xii) Except as disclosed under "Our Management" at page 113, none of the Directors or Key Managerial Personnel hold any Equity Shares as on the date of this Information Memorandum.

(xiii) Except for the allotment of the Equity Shares pursuant to the Scheme vide NCLT order dated July 03, 2023 (certified copy of the order received on July 24, 2023), none of the Members of the Promoter Group, the Promoters, the Directors

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of our corporate Promoters, our Directors and their relatives have purchased or sold any securities of our Company during the period of 6 (six) months immediately preceding the date of this Information Memorandum.

(xiv) 'Max Ventures and Industries Employee Stock Option Plan - 2016' was approved by Board of Directors of MVIL on May 10, 2016 and by the shareholders in the AGM held on September 27, 2016. Upon the Scheme coming into effect, in respect of the stock options which have been granted (whether vested or not) but have not been exercised under the MVIL ESOP 2016 as on the Effective Date, and in pursuance to adoption of the MVIL ESOP 2016 by MEL as mentioned in the Scheme, MEL shall grant 1 (one) employee stock option, in lieu of every 1 (one) stock option (whether vested or unvested but have not been exercised as on effective date) held by such eligible Employees under the MVIL ESOP 2016. The number of options outstanding under 'Max Ventures and Industries Employee Stock Option Plan - 2016' as on the date of Information Memorandum is 8,39,973.

(xv) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of our corporate Promoters and/or our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of 6 (six) months immediately preceding the date of this Information Memorandum.

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COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT

For definitions of the terms used herein, but if not defined, you may refer to the Scheme

The Composite Scheme of Amalgamation and Arrangement ("**Scheme**") was presented under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, and other relevant provisions of the Companies Act, as applicable from time to time, for Amalgamation (as defined hereinafter) of Max Ventures and Industries Limited ("MVIL" or "Transferor Company") with Max Estates Limited ("MEL" or "Transferee Company") with effect from the Appointed Date and upon effectiveness of the Scheme on the Effective Date. In addition, the Scheme also provides for various other matters consequential and/or otherwise integrally connected herewith.

A. Rationale for the Scheme

The Transferor Company and the Transferee Company are part of the same group wherein the Transferor Company (directly and through its nominees) owns 100% of the share capital of the Transferee Company. The Scheme is a part of an overall re-organization plan to rationalize and streamline the existing group structure. Further, the Scheme is expected to provide the following benefits:

a) The Amalgamation would lead to simplification of the existing holding structure and reduction of shareholding tiers to remove impediments, if any, in facilitating future expansion plans and create enhanced shareholder value;

b) Consolidation of businesses presently being carried on by the Transferor Company and the Transferee Company, which shall create greater operational synergies and efficiencies at multiple levels of business operations and shall provide significant impetus to their growth;

c) The Amalgamation would result in financial resources being efficiently pooled, leading to centralized and more efficient management of funds, greater economies of scale and a bigger and stronger resource base for future growth, which are presently divided amongst two separate corporate entities within the group;

d) Pooling of proprietary information, personnel, financial, managerial and other resources, thereby contributing to the future growth of the merged entity;

e) The Transferor Company and the Transferee Company operate businesses that complement each other and therefore, can be conveniently combined for mutual benefit of the shareholders;

f) Simplicity in working, reducing various statutory and regulatory compliances and related costs, which presently have to be duplicated, reduction in operational and administrative expenses and overheads, better cost and operational efficiencies and it would also result in coordinated optimum utilization of resources; and

g) This Scheme shall be in the beneficial interest of all the stakeholders including the shareholders of the Transferor company.

B. Compliance With Tax Laws

This Scheme complies with the conditions relating to "Amalgamation" as specified under Section 2(1B), Section 47 and other relevant sections and provisions of the Income Tax Act and is intended to apply accordingly. If any terms or clauses or provisions of the Scheme is/ are found to be or interpreted to be inconsistent with any of the said provisions (including the conditions set out therein) at a later date whether as a result of a new enactment or any amendment or coming into force of any provision of the Income Tax Act or any other law or any judicial or executive interpretation or for any other reasons whatsoever, the provisions of the said Sections of the Income Tax Act shall prevail and the Scheme to stand modified to the extent necessary to comply with said Sections of the Income Tax Act. Such modification will however not affect other parts of the Scheme.

C. Issuance of Equity Shares to the shareholders of MVIL in MEL

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In consideration of the Amalgamation of the MVIL with MEL, MEL, without any further act or deed and without any further payment, basis the Share Entitlement Report, issued and allotted to the shareholders of MVIL (whose name is recorded in the register of members of the MVIL as on the Record Date) equity shares of the face value of ₹10/- (Rupees Ten) each in the following manner:

> *"1 (One) equity share having face value of INR 10/- (Rupees Ten only) each fully paid up of the Transferee Company for every 1 (One) equity share having face value of INR 10/- (Rupees Ten only) held in the Transferor Company."*

D. Reduction and cancellation of equity shares of MEL held by MVIL and its Nominees

Consequent to the issue and allotment of the Equity Shares by MEL to the equity shareholders of MVIL in accordance with the Scheme, all the equity shares held by MVIL or its nominees, in the share capital of MEL, without any further application, act, instrument or deed, automatically cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of MEL to that effect stood cancelled and reduced, which shall be regarded as reduction of share capital of the MEL pursuant to the provisions of Section 66 of the Act.

E. Approvals with respect to Scheme

a. Approval from Board of Directors, shareholders and creditors (secured and unsecured)

- The Scheme was approved by the Board of Directors of MVIL and our Company vide resolutions dated April 18, 2022, in their respective meetings.
- Further, the equity shareholders of MVIL and secured creditors of our Company, approved the Scheme through respective NCLT convened meetings on December 03, 2022 through video conferencing.
- The meeting of the Equity Shareholders and Unsecured Creditors of our Company (wholly owned subsidiary of MVIL) was dispensed by Hon'ble NCLT on the basis of the consent received from equity shareholders and unsecured Creditors by way of an affidavits.
- The meeting of the Secured Creditors and Unsecured Creditors of MVIL was dispensed by Hon'ble NCLT as there were Nil creditors.

b. Approval from Hon'ble NCLT

- The Hon'ble NCLT approved the Scheme, vide Order dated July 03, 2023 (certified copy received by the Company on July 24, 2023).

c. Approval from stock exchanges and SEBI

- The Company has received approval for listing of its Equity Shares on BSE and NSE vide their letter no. DCS/AMAL/PB/IP/2908/2023-24 dated September 15, 2023 and letter no. NSE/LIST/110 dated September 14, 2023, respectively.
- Further, the Company has also received a letter bearing no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/42509/2 dated October 16, 2023 from the SEBI in relation to relaxation from applicability of Rule 19(2)(b) of the SCRR for listing of the Equity Shares on BSE and NSE.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Max Estates Limited
419, Bhai Mohan Singh Nagar,
Rail Majra, Balachaur,
Nawanshahr - 144 533 (Punjab)

Dear Sir / Madam,

Re: Proposed listing of Equity Shares of ₹10 each of Max Estates Limited ("the Company") pursuant to the Composite Scheme of Amalgamation and Arrangement amongst Max Ventures and Industries Limited and Max Estates Limited and their respective shareholders and creditors being approved by National Company Law Tribunal, Chandigarh Bench vide its order dated July 3, 2023 ("Scheme") and upon the Scheme becoming effective from Appointed Date i.e. April 1, 2022.

1. We hereby report that the accompanying Statement of Possible Special Tax Benefits (hereinafter referred to as "the Statement") prepared by the Company, states the possible special tax benefits available to the Company and its shareholders under the Income tax Act, 1961 read with Income tax Rules, circulars, notifications issued thereunder and as amended by the Finance Act, 2023 applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25 (hereinafter referred to as the "Income Tax Regulations"), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962, Customs Tariff Act, 1975, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2020-25), including the relevant rules, notifications and circulars issued there under (collectively referred as "Indirect Tax Regulations") in connection with the Proposed Listing of Equity Shares, which we have initialed for identification purposes presently in force in India.

Management's Responsibility

2. The preparation of this Statement as of the date of our report which is to be included in the Information Memorandum / Information Memorandum is the responsibility of the management of the Company.

3. The Management's responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and presentation of the Statement, applying an appropriate basis of preparation; and making reasonable estimates in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

Our Responsibility

4. Our work has been carried out in accordance with Standards on Auditing, the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' and other applicable authoritative pronouncements by the Institute of Chartered Accountants of India.

5. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the 'ICDR Regulations'), it is our responsibility to report whether the Statement prepared by the Company, upon the Scheme becoming effective, presents, in all material respects, the possible special tax benefits available to the Company and its shareholders, in accordance with the Income Tax Regulations and Indirect Tax Regulations as at the date of our report.

6. It is imperative to note that we have relied upon a representation from the Management of the Company have the following material subsidiaries –

    - Max Towers Private Limited
    - Max Asset Services Limited

Max Estates Limited

- Max Square Limited
- Acreage Builders Private Limited

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements.

8. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations in connection with the Proposed Listing of Equity Shares.

Inherent Limitations

9. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

   Several of the benefits mentioned in the accompanying statement are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled. The benefits discussed in the accompanying statement are not exhaustive.

   The Statement is only intended to provide general information to the shareholders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each shareholder is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Scheme.

   Further, we give no assurance that the Revenue Authorities / Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

   We do not assume responsibility to update the views consequent to such changes.

10. We do not express any opinion or provide any assurance whether:

   i. The Company or the shareholders of the Company will continue to obtain these benefits in future;
   ii. The conditions prescribed for availing the benefits have been/would be met;
   iii. The revenue authorities/courts will concur with the views expressed herein.

Opinion

11. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available, upon the Scheme becoming effective, to the Company and its shareholders, under the Income Tax Regulations and Indirect Tax Regulations as at the date of our report.

Restriction on Use

12. This report has been issued solely at the request of the Company in connection with the Proposed Listing of Equity Shares by the Company and this report or its content thereof may accordingly be used in the corresponding document for the purpose of submission to the Stock Exchanges or any other regulatory or statutory authority in relation to the Proposed Listing of Equity Shares. This report shall not be used, referred to or distributed for any other purpose or to any other party without our written permission.

Limitation

13. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the tax laws and its interpretation, which are subject to change from time to time. We do not assume

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responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

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STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

This statement is only intended to provide the Special tax benefits available to the Company and its Equity Shareholders under the Income Tax Act, 1961 in a general and summarized manner and does not purport to be exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of tax consequence and the changing tax laws, each investor is advised to consult their own tax advisor with respect to specific tax implications arising out of their participation in the issue.

I. UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

There are no special tax benefits available to the Company.

B. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

The shareholders of the Company are not entitled to any special tax benefits under the Act.

Notes:

a. The above statement of Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.

b. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

c. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

d. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

For AKAR & Associates
Chartered Accountant
FRN No: 003753N
Sd/-
Annu Thapar
Partner
M.No.: 085996
Place: New Delhi
Date: 18th August 2023
UDIN No: 23085996BGWMOZ8913
Certificate No.: AKAR/2023-24/080

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INDUSTRY OVERVIEW

The information presented in this Chapter has been obtained from publicly available information from various sources including stock exchanges, industry websites, from publications and government and company estimates. The data may have been re-classified by us for the purpose of presentation.

The information in this section has not been independently verified by us or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, there is no assurance that the basis of the data included in the said report or the findings thereof are completely accurate or reliable. Industry and government publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.

Further the industry Chapter may be updated from time to time subject to availability of updated data from websites, reports and other documents referenced in this chapter.

Global Economy

The last couple of years have seen the global economy struggling to deal with impactful and overlapping crises including the impact of the COVID-19 pandemic, ongoing effects of Russia's invasion of Ukraine, financial sector turmoil, high inflation among others. 2023 is set to be a challenging year for the global economy too, with storm clouds are rolling in for some markets but others are showing resilience. According to the International Monetary Fund (IMF), the global growth rate is projected to decrease from 3.4 percent in 2022 to 2.8 percent in 2023. However, it is expected to recover and stabilize at 3.0 percent in 2024.

The global economy is facing headwinds from the lingering geopolitical conflict, supply chain disruptions, elevated inflationary pressures from across countries, and tighter financial conditions on the back of monetary policy tightening by major central banks across the world. The weakness in global growth is mainly concentrated in Europe, Latin America, and the United States.

In contrast, Asian economies, particularly India and China, are anticipated to be the main drivers of global growth in 2023. These countries are benefiting from ongoing reopening efforts and experiencing less intense inflationary pressures compared to other regions. India and China alone are projected to contribute to half of all growth in Asia.

However, despite the slowdown, across the bulk of the developed and developing world, the pace of real economic activity has held up quite well in the face of dampening effects of elevated inflation and, in some cases, unprecedented monetary policy tightening. Amongst the G20 and many of the world's largest developing countries, there is hardly any sign of an imminent economic contraction.

Slowdown has been somewhat offset by strengths in other sectors, particularly in service-sector activities and labor markets. Also, global inflation is expected to decrease from 8.8 percent in 2022 to 6.6 percent in 2023 and further decline to 4.3 percent in 2024. However, it is worth noting that these inflation levels are still above the pre-pandemic levels observed between 2017 and 2019, which were around 3.5 percent.

The global economy has proved to be impressively resilient, however inflation continues to be a concern.

OVERVIEW OF THE INDIAN ECONOMY

Amid chaos and anxiety in global economy, India's economy has outperformed numerous economies over the past year and emerged as the bright spot amid varied global headwinds on macros, inflation, rates, currency and geopolitics and economic outlook remains optimistic in mid to long term. In 2022, India emerged as the world's fifth largest economy last year, overtaking the UK, and it is set to surpass Japan and Germany to become the world's third-largest economy by 2029.

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India's growth continues to be resilient despite some signs of moderation in growth. Its GDP grew by 7.2% in FY23, as per the published official figures, boosted by services and consumption, putting it among the world's fastest-expanding major economies. In its annual report, RBI suggests GDP growth will be sustained in 2023–24, projecting it to be around 6.5% backed by sound macroeconomic policies, easing inflation, and a robust financial sector.

The growth is underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption. Private sector balance sheets have improved over the past couple of years and companies are undertaking more capex. Corporate deleveraging has also improved banks' balance sheets, aiding the banking system to come out of the asset quality cycle. In FY23, the government's CAPEX push drove investment growth, a story which is likely to remain unchanged in FY24. High tax collections give the government ammunition to spend and cushion the impact of the impending global slowdown. Consumer demand remains strong, especially among the affluent, as is evident from the retail industry and the better profit performance of consumer discretionary goods companies in recent quarters.

CPI inflation reached a 25-month low in May 2023 and Indian rupee showing stability. The Reserve Bank of India (RBI) has achieved its goal for the consumer price index with CPI inflation declining from its peak of 7.8% in April 2022 to 4.3% in May 2023, and remaining comfortably within the central bank's tolerance band of 2–6%.

Global headwinds have also played to India's advantage. With geopolitical developments influencing trade relationships and disrupting supply chains, nations and multinationals are emphasizing resilience, diversification, and self-sufficiency. India has huge potential as an export hub and investment destination considering the China Plus One strategy, especially in the manufacturing and services sectors, where it has competencies and comparative advantage. Consequently, there has been a healthy rise in FDI equity flows from Japan, Singapore, the United Kingdom, and the United Arab Emirates even as FDI from the United States has fallen. This shows that globally, there is rising confidence about investing in India.

The macroeconomic stability indicators suggest the Indian economy is well-placed to take on the foreseen challenges. India's strong macro-economic fundamentals, moderating oil prices, lowering inflation, sustained policy push and domestic consumption is likely to keep India as the 'fastest growing major economy in next 3-5 years'1 and on sustained growth trajectory in the long term.

(Source : (1) S&P Global Ratings) - https://economictimes.indiatimes.com/news/economy/indicators/india-to-be-fastest-growing-economy-for-next-three-years-sp-global-ratings/articleshow/101276724.cms?from=mdr

REAL ESTATE SECTOR

Indian real estate sector's sustained turnaround in 2022 culminated with record growth numbers. 2023 is expected to carry forward the growth trends witnessed in the past year with some headwinds likely to act as momentary disruptors. Real estate is projected to rise to nearly 15%[2] of India's gross domestic product (GDP) by fiscal year 2031(~$7.5 trillion), up from 7% in currently.

Indian Real Estate is emerging as a preferred investment destination with attractive rental yields and future appreciation potential amidst global market volatility and increasing inflationary pressures. Both global and domestic investors are optimistic about the overall market potential, boosted by the overall growth amidst the global crises and supply chain disruptions.

Institutional investors demonstrated a strong appetite for real estate even during the pandemic and continued to invest and look for opportunities to participate in reform-driven growth.

Buoyed by broad based recovery in real estate sector in India post COVID -19, capital flows grew by over 32% YoY in 2022 and over 22% pre-pandemic (2019) levels to attain a peak of USD 7.8 bn. Delhi – NCR followed by Mumbai and Bangalore, dominated capital flows, accounting for a share of over 67% in investments in 2022. According to CBRE, development sites/ land (48%) and built-up offices (35%) sectors garner major investments, however, residential, industrial and logistics are expected to see a greater share of equity inflows in FY24.

2022 was a landmark year in terms of land activity, indicative of long-term bets that investors are willing to take on real estate development in India. The residential sector has seen the highest traction with a share of nearly 37% in the land acquired since 2018. This is due to the strong momentum in housing sales that the sector has seen over the past two years; thereby enabling developers to ride the wave.

Sustainability is high on the central government's agenda, with green growth being one of the seven priorities announced by the finance minister in Union Budget 2023. As more companies commit to sustainable building practises, energy efficiency, and lowering their carbon footprint, 2023 will see a stronger emphasis on ESG practices, as it holds the centre stage and impacts the entire real estate sector value-chain.
(Source: (2) - www.capitalgroup.com/institutional/insights/articles/will-india-breakout-emerging-market.html)

RESIDENTIAL REAL ESTATE

The pandemic augmented the need for owning a house as homebuyers sought security amidst uncertain times. Residential market chartered a new high in terms of both sales and new launch activity despite a rise in construction cost (owning to growing input and labour costs) and RBIs monetary tightening measures. India's residential property market witnessed a record-breaking year in FY23, with the value of home sales reaching an all-time high of INR 3.47[3] lakh crore, marking a robust 48% year-on-year increase. The volume of sales also exhibited a strong growth trajectory, with a 36% rise to 379,095 units sold in FY23, highest volume since 2014. The premium and high-end categories had a very good run, thereby playing a significant role in high sales activity recorded during the year. all seven top cities in India recorded growth between 24% and 77% in the total value of housing sold during the year[4].

Premium and luxury segment have exhibited a sharp growth in 2022, increasing by over 2x in comparison to pre-pandemic levels. The uptrend in luxury housing is the result of overall improved homeownership sentiment, improved earning potential, and the desire for homes that are future proofed in terms of size, lifestyle quotient, and resale value growth. This trend is expected to continue in 2023, owing to sustained demand.

The ongoing consolidation in Indian real estate has gathered further momentum, with established and listed real estate developers continuing to gain more market share in terms of sales and liquidity. Homebuyers increasingly prefer developers with a sound execution track record and financial position. Ratings agency India Ratings & Research expects grade 1 players to register double-digit, on-year sales growth of around 15% in FY23. It has maintained the outlook on the sector as improving. However, while the outlook is positive for grade 1 companies, it's negative for non-grade 1 developers, and this is expected to continue. The formalisation of the sector, led by a raft of policy reforms, is driving fringe players to partner with grade 1 developers for project execution and sales as they command the market. Large real estate developers are also exploring partnerships for synergies in terms of sales, liquidity, branding and business development. Top real estate developers are expected to double their sales over the next three-four years, driven by robust demand, increasing affordability and industry consolidation, CLSA said in a recent report on India's property industry.

Monetary tightening had only a limited impact on residential sales in a year that saw five repo hikes by the RBI as overall affordability index continued to remain very robust and unlike developed economy the delta in interest rates were relatively much less. A further extension of the tightening cycle could put pressure on categories that are more sensitive to changes in disposable income (mainly affordable/ budget segments).

(Source : (3) *Anarock report - https://www.livemint.com/news/india/recordbreaking-year-for-india-s-residential-property-market-with-48-yoy-increase-in-home-sales-led-by-mmr-and-luxury-segment-11684150333925.html*
(4) https://www.livemint.com/news/india/recordbreaking-year-for-india-s-residential-property-market-with-48-yoy-increase-in-home-sales-led-by-mmr-and-luxury-segment-11684150333925.html)

COMMERCIAL REAL ESTATE

The resumption of economic activity in 2022 post pandemic relaxations led to pent up of demand and a gradual acceleration of return to office plans by occupiers, which in turn is propelled leasing momentum. The commercial office space thus witnessed a remarkable recovery in 2022 from pandemic lows, even as the focus shifted from pandemics retraction and vaccination coverage to new macroeconomic and geopolitical challenges. India's net absorption across the top seven cities for the full year was recorded at 38[5] mn sq ft, surpassing 26 mn sq ft in 2021, up by about 46%. hitting a three-year high, post-COVID. In fact, the net absorption for the calendar year 2022 is second only to the 2019 net absorption numbers for the past 10 years while also being higher than the five-year pre-pandemic average (2015-2019) by 3.1%. The leasing momentum in 2022 was led by Bangalore, Hyderabad, and Delhi-NCR, with a cumulative share of ~68%. Delhi-NCR has consistently maintained its position in the top pack in terms of leasing activity.

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Technology corporates drove leasing followed by flexible space operators, engineering & manufacturing companies, BFSI firms and research, consulting & analytics organisations. In a first, domestic firms overtook American firms, in terms of share of annual leasing, accounting nearly half of leasing activity in 2022, mainly led by flexible space operators, technology and BFSI corporates. According to JLL, supply increased from 46 mn sq. ft in 2021 to 58 mn sq ft in 2022[6] which is up by 26% on a y-o-y basis. While completions are higher than net absorption, a large part of the new completions, particularly in Delhi – NCR, are strata sold and non-institutionally owned.

With sustained leasing recovery, moderating vacancy levels, and persistent demand for investment, rental recovery continued across cities in Grade A assets, throughout 2022. Several micro-markets in Delhi-NCR, Bangalore, Mumbai, Chennai, Hyderabad, and Pune witnessed a quoted rental growth of 1-9% YoY. Net absorption CY23 is expected to be ~ 37- 40 mn sq ft, at par with CY2022 level. Bangalore, Hyderabad, and Delhi-NCR would continue to dominate completions. Vacancy rates are anticipated to be range bound (~16-17%) in 2023.

Continued macro-economic uncertainty due to monetary tightening, inflation, potential downturns in developed economies and geopolitical challenges may impact occupier expansion plans and decision making in 2023. However, India would remain an attractive cost-effective destination and a source abundant high skilled talent. Even though full impact of these macro challenges on global corporates' decisions is yet undetermined, this may lower the pace in leasing activity initially, but would pick up subsequently. Bangalore, Delhi-NCR and Hyderabad would remain the biggest demand drivers, while sustained leasing activity is also expected in Chennai, Mumbai, Pune, and Kolkata. While share of technology companies remains high, however it is expected to decline in future. The demand void will be supplemented by BFSI, flexible space operators, and engineering & manufacturing corporates.

In line with global and APAC trends, hybrid working would continue to be the norm going forward in India though at a relatively lower scale versus developed markets. Occupiers would continue to offer flexibility to their employees as holistic hybrid working strategies will be the key to attracting and retaining talent. Occupiers are thus expected to continue to display a flight to quality wave towards modern, premium sustainable spaces in the medium to long term. For the office to be the best place to work and provide outstanding human experience, the workplace needs to be reimagined to meet talent, preferences, and aspirations. The future of the office will be a space that is brand differentiating, welcoming, promotes employee health and wellbeing, attractive to future talent and offers positive experiences for people through improved amenities and best-in-class fit-outs.

(Source: (5) JLL - Office Market Update Research | February 2023 Q4 2022
(6)https://www.financialexpress.com/industry/indian-corporates-beat-american-firms-in-office-leasing-in-january-march-cbre/3034766/)

GOVERNMENT INITIATIVES TO STRENGTHEN

Consolidation of Real Estate Sector due to Regulatory Changes

A. Real Estate (Regulation and Development) Act, 2016

On 10th March, 2016, The Real Estate (Regulation and Development) Act, 2016 was passed by the Rajya Sabha and on 15th March, 2016 passed by the Lok Sabha. The Bill passed by Parliament was assented to by the President on 25th March, 2016. The main purpose of enacting RERA was to encouraging greater transparency, citizen centricity, accountability and financial discipline. Its core objective was to ensure regulation and promotion of real estate section and to protect the interest of investors. Please refer to www.up-rera.in.

B. GST Implementation

Goods and Service tax (GST) was 1st implemented on July 1st,2017 to transform India to its nation and one market and one tax principle. Ready to move in properties and land are exempted from the implication of GST. But as per the announcement held on 1st July, 2019, under-construction properties attract 5% of GST without any provision to receive Input Tax Credit (ITC).

C. Demonetization

Demonetization was held on November 8,2016. Government of India banned the use of ₹ 500 and ₹ 1,000 currency

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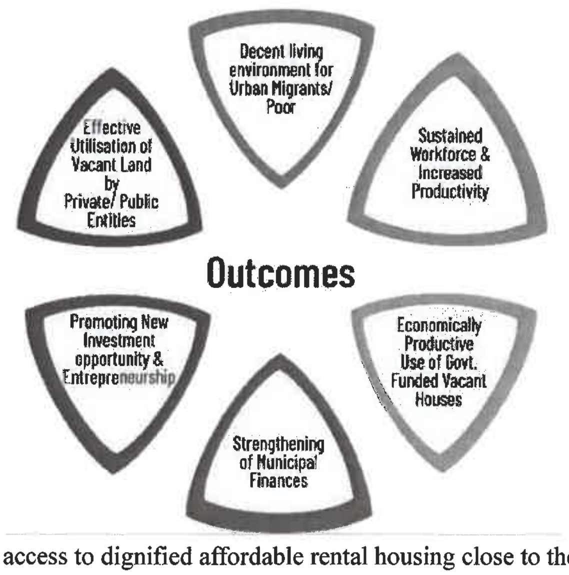
notes to curb black money and circulation of fake currency. **Smart Cities Mission**

Cities are engines of growth for the economy of every nation, including India. Nearly 31% of India's current population lives in urban areas and contributes 63% of India's GDP (Census 2011). With increasing urbanization, urban areas are expected to house 40% of India's population and contribute 75% of India's GDP by 2030. This requires comprehensive development of physical, institutional, social and economic infrastructure. All are important in improving the quality of life and attracting people and investments to the City, setting in motion a virtuous cycle of growth and development. Development of Smart Cities is a step in that direction. The objective of the smart cities mission is to promote cities that provide core infrastructure and give its citizens a decent quality of life, and a clean and sustainable environment through the application of 'Smart' solutions, thus requiring the adoption of technology to deliver energy-efficient and sustainability-focused solutions. Area-based development will transform existing areas (retrofit and redevelop), including slums, into better planned ones, thereby improving liveability of the whole City. New areas (greenfield) will be developed around cities. in order to accommodate the expanding population in urban areas. Application of Smart Solutions will enable cities to use technology, information and data to improve infrastructure and services. Comprehensive development in this way will improve quality of life, create employment and enhance incomes for all, especially the poor and the disadvantaged, leading to inclusive Cities.

(Source: https://smartcities.gov.in/; https://smartcities.gov.in/sites/default/files/SmartCityGuidelines.pdf)

D. Pradhan Mantri Awas Yojana (PMAY)



This initiative aims at providing 'housing for all'. The Mission addresses urban housing shortage among the EWS/LIG and MIG categories including the slum dwellers by ensuring a pucca house to all eligible urban households by the year 2022, when Nation completes 75 years of its Independence.

COVID-19 pandemic has resulted in reverse migration of urban migrants/ poor in the country. Urban migrants stay in slums/ informal settlements/ unauthorised colonies/ peri-urban areas to save cost on housing. They need decent rental housing at affordable rate at their work sites.

In order to address this need, Ministry of Housing & Urban Affairs has initiated Affordable Rental Housing Complexes (ARHCs), a sub-scheme under Pradhan Mantri AWAS Yojana- Urban (PMAY-U). This will provide ease of living to urban migrants/ poor in Industrial Sector as well as in non-formal urban economy to get access to dignified affordable rental housing close to their workplace.

The government has also given infrastructure status to 'affordable housing', thus enabling developers to raise funds, including external commercial borrowings. Interest subvention provided under the PMAY has increased the demand for affordable homes.

(Source: http://arhc.mohua.gov.in/)

E. Monetisation of non-core real estate

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In 2022, the government set up the National Land Monetisation Corporation to monetise non-core real estate assets held by public sector enterprises.

F. Foreign Direct Investment (FDI)

FDI policy has been considerably liberalised, permitting foreign investment in under-construction projects and for the operation of completed projects, subject to certain conditions.

G. Make in India

The 'Make in India' initiative has boosted the creation of manufacturing facilities, resulting in the emergence of suburban areas and, consequently, housing colonies/projects.

H. Real Estate Investment Trusts (REITs)

SEBI introduced REITs as an investment vehicle in 2014 to raise funds from investors to acquire, own and operate revenue-generating real estate assets directly or through special purpose vehicles. REITs are publicly listed, highly regulated, and provide a steady return to investors. The introduction of REITs enabled developers to monetise revenue-generating real estate assets and utilise the funds for the further development of new assets.

(Source: https://www.grantthornton.in/globalassets/1.-member-firms/india/assets/pdfs/realising-the-potential-of-real-estate.pdf)

ROLE OF DIGITAL TECHNOLOGY IN STREAMLINING REAL ESTATE SECTOR

To embark on a successful real estate tech journey, businesses must consider implementing several essential tenets of technology, such as an ERP solution, reporting solution, cloud computing, point solutions, building automation, CRM and tools to monitor compliances and digitally execute sales and lease agreements to maintain customer data confidentiality.

The integration of technology in the real estate sector has been progressively growing over the past few years. As per a report by the National Association of Estate Agents, in 2020, 70% of estate agents employed social media platforms to some extent for business purposes. The same report also revealed that 44% of estate agents use automated tools for lead generation, while 35% utilise automated tools for customer relationship management.

In addition to the advantages of digitalisation for real estate businesses, there are also initiatives to digitise land records in India. Launched in 2016, the Digital India Land Records Modernisation Programme aims to digitise land records, minimise land disputes, and promote transparency in land related transactions. The Ministry of Rural Development reports that as of September 2021, about 90% of land records have been digitised across India. The programme aims to digitise all land records in the country, making them accessible online to citizens and reducing the requirement for manual record-keeping. Digitising land records will simplify the process of land acquisition, registration, and transfer, making it more efficient, transparent and cost effective. Additionally, it will assist in resolving land disputes and ensuring that landowners have undisputed ownership of their properties, which is beneficial for both individuals and businesses.

The Indian government's efforts to digitise land records have extended to the National Generic Document Registration System (NGDRS), an initiative launched in August 2020. The NGDRS enables the online registration of documents such as property deeds, significantly reducing the need for physical paperwork and streamlining the registration process. By providing a tamper-proof record of transactions, the system increases transparency and reduces the risk of fraud in land-related transactions. The NGDRS has been implemented in 29 states and union territories as of September 2021, covering over 95% of the country's population, and has processed over 25 million registrations so far. The introduction of the NGDRS not only simplifies real estate transactions, but also promotes transparency and reduces corruption in the sector.

Progressive corporate developers are fast adopting Digital tools across Real Estate Value chain to drive Customer experience, operational efficiency and cost optimisation. Both proptech and fintech have their roots in "technology." Proptech is growing at a faster pace in the the real estate sector in last decade. he idea of digital transformation is to improve the process using new technologies where possible. Real estate companies adopt digital solutions like blockchain, 3D virtual tours, smart contracts, alternative payments, etc to win in the real estate market. But digital transformation isn't only a competitive advantage, it's a must-have to satisfy evolving customers' needs. In the next several years, the real estate digital transformation will only expand.

(Source: https://www.grantthornton.in/globalassets/1.-member-firms/india/assets/pdfs/realising-the-potential-of-real-estate.pdf)

CONCLUSION

Real estate sector has a vast potential for development in India and it is and will continue to be the one of the major contributors to GDP growth rate of India. It plays an important role in creation of jobs and employment for both organised and unorganised sector. In India, the real estate sector is the second-highest employment generator, after the agriculture sector. Real estate sector in India is expected to reach US$ 1 trillion in market size by 2030, up from US$ 200 billion in 2021. By 2025, it will contribute 13% to country's GDP. Emergence of nuclear families, rapid urbanisation and rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential, commercial, and retail. Rapid urbanisation in the country is pushing the growth of real estate. >70-75% of India's GDP will be contributed by urban areas by 2020[7]. Despite the effects of the COVID-19 pandemic, India's real estate market has shown resilience and stability. Although housing finance institutions and construction material companies have performed well, the stock market performance of NIFTY500 has consistently been superior to that of real estate stocks. Positive indicators for the industry include an increase in the P/B ratio and stability in the P/E ratio. In 2022, news reports on commercial complexes, housing construction, and housing finance have had varying opinions throughout segments and months.

The increase in rent price ratios in major metros also demonstrates promising growth potential in the rental market, indicating that home prices have stabilized as a result of a rebound in housing sales and a decrease in inventories that have not been sold. Positive returns have been achieved by REITs, and foreign funds are showing renewed interest in private equity real estate investments in India. Despite global uncertainty, the real estate market in India looks promising for the future.Real estate indices are performing well as compared to Sensex since March 2021 especially the small and mid cap.

Factors driving the growth of the real estate industry in India include low interest rates, favourable government policies, revised circle rates in Delhi, more ready-to-live projects etc. Rising demand for all segments augur well as property is considered to be one of the conventional and safe ways for investments. More than 58 per cent people consider property as a mode of investment. Therefore, as the pandemic recedes and the economic growth gains momentum, the prospects for real estate are likely to get an upswing.

(Source : (7) – www.ibef.org
(8) https://www.naredco.in/industry-research-reports)

Max Estates Limited

OUR BUSINESS

OVERVIEW

Our Company was established in 2016 with the mission to build spaces for Residential and Commercial use with utmost attention to detail, design, and lifestyle. We aspire to be the most trusted real estate brand in the region we operate. Our goal is to bring Max Group's values of Sevabhav, Excellence and Credibility to the real estate sector. Currently Max Estates' operational portfolio consists of one residential community of luxury villas (222 Rajpur), and three commercial office properties (Max Towers, Max House, and Max Square) in NCR that brought in the concept of Work Well to India. We have also launched and sold our first residential community (Estate 128) in Delhi NCR promoting the concept of LiveWell. We have an exceptional team of engineers, architects, planners, specialists, and collaborations with global leaders in design, master planning, landscape and sustainability, Max Estates is committed to delivering a holistic experience to all our customers.

Vision

Max Estates aspires to be the most trusted Real Estate company driven by the desire to 'Enhance quality of life through spaces we create.

Mission

- Augment the quality of life through exceptional design, sustainability, and experiences
- Be the most preferred choice for all stakeholders including customers, communities, shareholders, and employees
- Build a great place to work that attracts, nurtures and retains exceptional people
- Lead the market in harnessing technology to deliver world class spaces
- Maintain cutting edge standards of governance
- Be agile in adapting to evolving external environment

Our Values

1. Sevabhav

We encourage a culture of service and helpfulness so that our actions positively impact society. Our commitment to Seva defines and differentiates us.

- Positive Social Impact
- Helpfulness
- Culture of Service
- Mindfulness

2. Excellence

We gather the experts and the expertise to deliver the best solutions for life's many moments of truth. We never settle for good enough.

- Expertise
- Dependability
- Entrepreneurship
- Business Performance

3. Credibility

We give you our word and we stand by it. No matter what. A "NO" uttered with the deepest conviction is better than a "YES" merely uttered to please, or worse, to avoid trouble. Our words are matched by our actions and behaviour.

- Transparency
- Integrity
- Respect
- Governance

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STRATEGY

The company, over the last 12 months has scaled up its real estate portfolio from 2 to 8 Mn. Sq. Ft. of development potential, which is well diversified across asset classes (Residential and Commercial), geography (Noida, Delhi and Gurgaon), and risk spectrum in terms of delivered, nearing completion and under design. This is in line with our strategy of – One region, multiple asset classes.

The Company is making significant strides to establish itself as a leading real estate brand in Delhi NCR, with focus on the well-being of its consumers and all its stakeholders. Anchored on its operating philosophy of WorkWell (For office developments) & LiveWell (For residential developments), Max Estates aims to deliver design and hospitality led differentiated consumer experiences. We are confident to make the Company the leading Real Estate brand in Delhi-NCR – a market that has a huge vacuum of credible and reputed developers in comparison to the size, a cluster with 25 mn+ population.

OUR OPERATING PHILOSOPHY

Our operating philosophy anchored on the promise of Live*Well* and Work*Well* envisions an ecosystem that enhances and enriches the quality of life of our stakeholders. Our focus on wellbeing permeates the entire process, from design to execution, and operations, leading to an unparalleled experience. Guided by our philosophy of WorkWell and LiveWell, we aspire to create differentiated working and living experiences, in the commercial and residential segments, respectively. We ensure this by moving beyond the conventional separation of work, life, and well-being, and paying attention to the entire spectrum of wellness across physical, emotional, social, and environmental aspects.
The elements of Live*Well* and Work*Well* have been unified to reflect the core proposition of the brand, and are as follows:

i. **Empathetic Hospitality** - An emotionally intelligent approach to hospitality & service that begins with empathy
ii. **Elemental Harmony** - Focus on elements like air, water and biophilia through interventions that aim to provide fresh air, water, and integrate green designs.
iii. **Generosity – Going beyond the required norm, to build generosity** of time, space, and attention to detail into our spaces.
iv. **Inclusivity** - Inclusive design for the wellbeing of all residents irrespective of age, gender, ability or circumstance.
v. **Peace of Mind** - Focus on best-in-practice safety measures, high standards of sanitation, and carefully selected locations to ensure convenience and ease.
vi. **Belonging** - Specially designed amenities for engagement among users to promote social well-being.
vii. **Intentional Design** - Promoting a healthier lifestyle through design interventions to ensure comfort, aesthetic appeal, and mobility using best-in-class technology solutions.
viii. **Sustainability** - Use of sustainable materials, recycling, resource conservation and efficient use of resources.
ix. **Food & Nutrition** - Access to organic vegetables & biotic food sales, and curated F&B options with focus on quality & nutrition.

CURRENT WORK WELL EXPERIENCES (OFFICE SPACES)

1. Max Towers

Strategically located at the edge of South Delhi in Noida, Max Towers is a next-generation office building, LEED Platinum certified for Green Building Strategies, and IGBC Platinum rated for Health and Well-Being aspects. The building enables its occupiers to truly WorkWell through its in-house Auditorium, host of operational F&B amenities, engaging art, an early learning centre, a fitness centre, meditation room, a 374-seater cafeteria, and sports facilities. Max Towers is fully occupied by leading domestic and global organizations and is considered the one of the most premium workspace of Noida.

2. Max Square

Built on the theme of nature and nurture, Max Square is a ~0.7 mn. sq. ft. unique office space, with a ~11000 sq. ft. forest in its midst. Strategically located on the Noida-Greater Noida Expressway, Max Square is developed in one of the fast-developing sectors in Noida, Sector 129. Max Square is conveniently accessible through both road and metro and connects to key destinations in the National Capital Region. It pays attention to the crucial elements that make up a modern workplace, including sustainability, design and a campus environment, enabling you to not just work, but flourish, and grow! IGBC Platinum rated for green building standards, the development hosts a curation of experiential retail, multipurpose hall, and food court.

3. Max House

Located in the Central Business District of South Delhi - the design vocabulary of Max House extends the narrative set by its Industrial vicinity and adapts it for a modern workforce. Max House is LEED Gold certified for Green Building Strategies and IGBC Gold Rated for Health and Wellness aspects. It integrates itself with its surroundings, a marked departure from typical commercial developments.

Max House offers its tenants a host of F&B amenities, meeting and community building spaces at a well-connected, and easily accessible location in the heart of South Delhi. Max House Phase 2 is set to expand this space to an integrated campus, with an amenities block and two office buildings.

UPCOMING WORKWELL EXPERIENCES (OFFICE SPACES)

We are committed to deliver on our stated aspiration to add 1 million sq. ft. of residential and commercial developments to our portfolio every year.

Building on the phenomenal success of Max House Phase One, in Okhla, Delhi wherein we have leased the building at a premium of 25-30% to the micro market, we are constructing Phase 2 of the project with a development potential of 0.15 mn sq ft.

We have also entered the Gurgaon commercial real estate (CRE) market with the acquisition of a ~7.15-acre land parcel right on Golf Course Extension Road (GCER) which has a development potential of ~1.6 mn sq. ft. It is one of the very few commercial land parcels available on GCER with access from 3 sides. Gensler, a leading global design and architecture firm is designing the office ecosystem, which will bring Max Estates WorkWell promise to Gurgaon.

Our other planned WorkWell experiences include Max Square Two in Sector 129, Noida, with a development potential ~1 mn sq ft. It will complement Max Square One creating a combined ~7 acre mixed use campus with high visibility on the Noida-Greater Noida Expressway.

Our assets will continue to be developed as landmarks, creating an unparalleled experience for their users with our design led wellness philosophy.

CURRENT LIVE*WELL* EXPERIENCES (RESIDENTIAL SPACES)

1. 222 Rajpur

222 Rajpur is a premier residential community located adjacent to the Malsi forest, at the most exclusive address in Dehradun. Spread across 5 acres, 222 Rajpur offers a limited inventory of 22 villas to those discerning homeowners who value privacy and desire a life of tranquility in the lap of nature. The project is fully sold and operational

2. Max Estate 128

The Project 'Estate 128' is registered with the UPRERA with registration no. UPRERAPRJ446459.

Estate 128, located in Sector 128, Noida is designed with the utmost attention to detail, evidently visible in its contemporary architecture and design philosophy, and is crafted with the wellbeing of its residents in mind. From large expansive decks for a bespoke outdoor experience, to amenities created for movement and interaction, the development curates an experience of holistic wellness across 10 acres. With over 80% open spaces in the midst of the bustling cityscape, it invites you to embark on a journey of wellbeing like no other. The project is fully sold and is currently under construction

UPCOMING LIVEWELL EXPERIENCES (RESIDENTIAL SPACES)

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In Gurugram, Max Estates will be developing the region's first intergenerational community in Sector 36A. The project will be built with direct access from the Dwarka Expressway. The 150m-wide Dwarka expressway connects Gurugram to Delhi and in the last 5 years, both sides of this expressway have witnessed rapid growth in terms of residential and commercial development. The proposed development is also strategically located at the confluence of the expressway, Central Peripheral Road (CPR) and planned Metro Corridor, by virtue of which, this site has excellent connectivity to central and secondary business districts of Gurugram such as Cyber City, Golf Course Road and Southern Peripheral Road (SPR).

OUR PORTFOLIO

Asset Name	Location	Stage	Asset Class	Size (Leasable / Saleable area*) (Approximate)
Max Towers	Noida	Operational	Commercial	0.6 Mn sq ft
Max House – Phase 1	Delhi	Operational	Commercial	0.1 Mn sq ft
Max Square	Noida	Operational	Commercial	0.7 Mn sq ft
Max House – Phase 2	Delhi	Under Construction	Commercial	0.15 Mn sq ft
Estate 128	Noida	Under Construction	Residential	1 Mn sq ft
Max Gurgaon – 65	Gurgaon	Planning	Commercial	1.6 Mn sq ft
Estate 360	Gurgaon	Planning	Residential	2.4 Mn sq ft
Max Square TWO	Noida	Planning	Commercial	1 Mn sq ft

**Total Saleable/ Leasable Area, irrespective of the revenue, profit or area sharing arrangement.*

Details of Top 10 WORK*WELL* Customers

No.	Name of the Customer	Occupied Leasable Area (sq ft)
1	Skootr (Max Square)	1,03,110
2	Cyril Amarchand Mangaldas (Max Tower)	81,351
3	Yes Bank (Max Tower)	62,530
4	Khaitan & Co (Max Tower)	51,317
5	Spaces (Max Tower)	50,643
6	Indian Energy Exchange + Indian Gas Exchange (Max Tower)	32,318
7	Target Outsourcing (Max House)	26,608
8	Sendinblue (Max Tower)	25,468
9	Kama Ayurveda (Max Tower)	19,266
10	Religare (Max House)	17,443

KEY PILLARS TO ENABLE EXECUTION AT SCALE

Growth: We have built well-diversified Commercial and Residential Real Estate portfolio across Delhi NCR at scale to the next level of growth. After successful commercial developments in Delhi and Noida, The Company expanded its footprint to the residential developments along with entry into the Gurgaon real estate market. The company is looking to accelerate its growth journey by building on its current portfolio spanning 8 Mn. Sq. Ft. and adding at least 1 Mn Sq. Ft. across each commercial and residential portfolio. In priority, the plan is to look for growth in residential vectors in Noida and Delhi.

Capital: With focus on two asset classes, the Company will efficiently allocate capital between the two while ensuring that a well-diversified portfolio in terms of footprint is developed. This will be across multiple markets within Delhi-NCR, including business models that are outright purchase and joint developments. We will leverage our strong balance sheet in a timely manner to secure growth opportunities at the right price.

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Execution: Max has laser sharp focus on timely project execution, quality construction, and efficient project management and prioritized customer satisfaction. Our existing assets, Max Towers and Max House are fully leased at 25-30% premium to micro-market to to leading domestic and multinational companies well diversified across sectors. Max Square, our latest commercial project in Noida, was built in a record time of 30 months and has gained strong leasing traction. The development has obtained the highest possible green building standards certification from IGBC (IGBC Platinum).

Customer Experience: At Max Estates, we've paid close attention to creating a unique confluence of spaces that enable collaboration, innovation, and community, that are not just functional and aesthetically pleasing, but also environmentally sustainable, and designed to promote the holistic wellbeing of our users. Guided by our philosophy of Work*Well* and LiveWell, we create differentiated working and living experiences by moving beyond the conventional separation of work, life, and well-being, and paying attention to the entire spectrum of wellness across physical, emotional, social, and environmental aspects. Our developments personify our wellness orientation and bring our Live*Well* and Work*Well* philosophy to life.

We integrate art, life, and nature into our spaces. Expressive artworks are incorporated within our developments – serving as a manifestation of our ethos - enabling interactions and building communities & bonds. Our in-house engagement vertical, Pulse, breathes life into our buildings by curating a collection of events and activities that nurture occupants to be healthier and happier. We believe in incorporating nature as an active participant in our design, to allow for periods of relaxation & escape from the hustle of everyday life. The ~11,000 sq. ft. central forest courtyard at the heart of Max Square, our latest commercial development, is a testament to our biophilic design and philosophy.

People: To enable execution at scale, the company has significantly upgraded its bandwidth and capability over the last 12 months, focusing on attracting top quality talent, particularly to build its residential vertical. The focus has been to on-board talent with requisite experience with a good mix of real estate and non-real estate for each domain across real estate value chain with emphasis on a culture of working together as a team in cross functional setting to deliver a superior product and experience. While maintaining a lean corporate set-up, we will continue to invest in building organizational capacity, including leadership bandwidth in cohesion with the scale and scope of our current and aspired RE portfolios. At MEL, in sync with our mission of our mission to 'Build a great place to work that attracts, nurtures and retains exceptional people', we have designed a holistic learning charter to continuously invest in the development of our people across suite of skill sets including functional, sectoral, managerial and leadership aspects.

Process: Several strategic initiatives have been undertaken to strengthen systems and processes, including transition to SAP as its new ERP platform and digital interventions across the value chain.

ESG elements such as reduction of carbon emissions, use of sustainable materials, energy efficiency and wellness enhancements are becoming important for both occupiers as well the investors of Real Estate. With our first Sustainability Report in 2021, we have officially embarked on a long journey to make our commitment to sustainability a key differentiator within the real estate market. We continue to embrace ESG best practices across the organization, with participation in GRESB ranking this year for the 2nd time. This would enable us to benchmark ourselves against the best practices of leading players – domestic and global. We view this as a long-term journey of continuous improvement.

While we have onboarded several digital tools across value chain including BIM, SFDC, SAP, Wobot, Clairco, Smart Joules, Zykrr, Reloy, Ozontel and many others to improve operational efficiency, optimize cost and enhance customer experience. We are now working on a 3-year Digital Road map with help of an external advisor to start embedding Digital interventions as we execute at scale.

Risk: The company has embarked upon formalizing 'Risk Register', which identifies and rates risk parameters as well as tracks it with focus actions required to mitigate it. The Risk Register today captures risk across 7 buckets including macroeconomic, business, regulatory, brand, capital, people, technology; And, for each risk, the company rates it into four categories – low, moderate, severe, and critical basis two dimensions that is probability of its occurrence and level of impact if it occurs. And, the endeavour is to build 'Risk Culture', which enables members across function, role, and tenure to bring up for discussion any source of risk and suggestions on how to mitigate it, which becomes integral part of Risk Register to be regularly tracked at the right forums. We have also established a Risk Management Committee responsible for reviewing the risk management plan/process.

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Brand: The Company has proven its capability on design-led differentiation with its assets and is fast establishing itself as a leading real estate brand that caters to the holistic needs of both businesses and individuals, with a focus on promoting wellbeing and sustainable lifestyles. It is focusing on 'bringing real wellbeing to real estate'. Our wellness orientation is at the forefront and establishes a unique value proposition that sets us apart from competitors. It also showcases a strong commitment to our vision to 'enhance quality of life through the spaces we create.

HUMAN RESOURCES

Post-merger, Max Estates Limited (MEL) will have 25 permanent employees. All the employees of Max Ventures and Industries Limited (MVIL) have been transferred to MEL. We are committed to ensuring a seamless and positive experience for each of our employees during this merger. As a result of this change, there will be no changes or impact on the compensation & benefits, policies and training & development opportunities for employees. The valuable contribution and expertise of our employees continue to be highly regarded and imperative for our shared success.

SUSTAINABILITY

We, at Max Estates Limited, realise that sustainability lies at the core of the holistic well-being of users of the spaces we create. As we adopt the ESG framework defined by GRI, we look to improve across every material topic defined in the buckets of Environment (E), Social (S), and Governance (G).

Max Estates has adopted the "WorkWell" and "LiveWell" philosophies and implemented them across its various assets across Delhi NCR. As we delved into development of commercial and residential real estate, we realised that work and life have stopped being two distinct halves of our culture. Instead, all our lives are informed by how we work, and our work is informed by how we live. We recognised the importance of quality commercial spaces in talent recruitment, retention, and overall productivity.

Through WorkWell and LiveWell, we have emphasised on various elements such as Air, Water, Natural light, Comfort, Biophilia, Technology, Community, etc. that are directly or indirectly linked with the sustainability of buildings and their ecosystem. As we build upon a combination of these in each of our developments moving forward as well, we look to become India's most progressive and environmentally sustainable real estate developer.
We believe that there is a big vacuum when it comes to commercial and residential spaces holistically catering to the well-being of their users. We commit to fill this gap and positively impact the lives of people who engage with our spaces through the following:

- Deliver minimum IGBC/ LEED/ USGBC Gold or GRIHA 4-star certified projects
- Strive for best-in-class indoor environment quality by focusing on air, water, nutrition, comfort, biophilia, light, safety, and security for enhancing the quality of life of all users who engage with the space
- Promote physical and spiritual well-being through agile design interventions and decompression zones in our assets to promote mindfulness
- Through our "Pulse" division, promote culture and community building by focusing on various engagement genres like music, conversations, art, workshops, book readings, healthy food and beverages, films and screenings etc.
- Ensure compliance of legal, statutory, and other requirements, as applicable
- Measure water consumption and promote strategies to reduce water consumption intensity; and recycle and reuse wastewater
- Ensure integrated planning and processes to design and build developments that promote the occupants' health and well-being – e.g., through choice of sustainable materials
- Positively impact and influence neighbouring communities through various health and wellness programs and strategies
- Improve energy efficiency across our assets using innovative technology, processes, and systems
- Minimize all forms of pollution including air, water, noise, and waste by installing necessary controls
- Promote on-site renewable energy generation to reduce the environmental and economic impacts associated with use of fossil fuels as an energy source
- Promote recycling within our assets, and ensure diversion of waste from landfill

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Actively use technology to enhance the experience of occupants, as well as manage the development and operations of the buildings in the most efficient manner

HEALTH & SAFETY

Our responsibility towards people's safety, health, and well-being starts at the onset of construction and continues till the lifetime of our assets. It transitions from workers to customers and occupants and changes in type and form. In the entire cycle, our objective is to go beyond expectations in any circumstance. Therefore, we have carefully understood the risks and needs for safety, health and well-being at each phase and each set of stakeholders in our assets' lifecycle and crafted a specific approach for addressing it. Dedicated to fostering a culture of safety, Max Estates Limited has firmly embedded comprehensive safety measures across all stages of project life cycle – Construction to Operations..

Safety at Construction Sites

Trainings
Safety Training is an essential factor in managing safety at construction sites. We conduct training programs for 100% of employees and contract workers operating at the site. The training is conducted at the following stages:

Induction Training is mandatory for all persons entering our site to undergo a safety induction program before starting work at the site. The training includes the following:

- General safety awareness
- First aid
- Emergency procedures
- Use of personal protective equipment o Specific site hazards

Refresher Training is conducted once every three months to ensure that all site workers are abreast of safety requirements on site.

Specific Training is provided to people involved in operations that require specific skills or safety precautions such as Crane Operators, Banks, Slingers, and Plant Operators, etc.

Toolbox Talks are conducted daily so that every worker on site receives at least two toolbox talks every week. These talks are designed to highlight relevant safety and industrial health issues to the workforce on a regular basis to raise their level of awareness.

Safety inspections
We carry out weekly site safety inspections and prepare reports of such inspections. Copies of the completed inspection reports are always kept on site and available for inspection. We take remedial action to rectify any deficiency identified or unsafe practices discovered during the safety inspections.

Safety promotion
We are committed to promoting safety awareness amongst our workforce and implement it through practical Safety Promotion schemes. As part of safety awareness, the following media is displayed in the worksite to depict safety and industrial health-related issues:

- Poster Campaigns
- Billboards
- Banners
- Glow signs

Site safety committee
We have a site safety committee to promote and monitor safety and health on our project site. The committee reviews the safety inspection reports, accident and incident reports, review emergency and rescue procedures, and promote safety and industrial health on site. The Site Safety Officer conducts in-depth investigations into all fatal accidents, major injury accidents, incidents involving a member of the public and dangerous occurrences.

Robust Safety Systems

Max Estates Limited

- Vigilant gate management, thorough security checks, and the provision of essential safety gear including but not limited to helmets, steel-toed shoes, high-visibility jackets, and proper identification cards.
- PPE adherence, harness anchoring, stringent electrical safety protocols, and meticulous chemical storage.
- Our provision of temporary sanitation, clean drinking water, and comfortable facilities reaffirms our dedication to worker well-being.

Efficient Monitoring and Reporting
Our well-established monthly safety calendar, regular stakeholder meetings, and meticulous documentation exemplify our proactive approach.

Safety at Operational Sites

Holistic HSE Management
Health, Safety, and Environment (HSE) management lie at the heart of the organization's commitment to employee well-being and compliance with safety regulations. A structured framework comprises several essential components that collectively ensure a secure work environment. The regularity of meetings, including the Steering Committee Meeting, Core Committee Meeting, HSE Meeting, and Employee Consultation Forum, demonstrates the organization's dedication to fostering collaboration and shaping effective HSE strategies. These gatherings serve as platforms for communication, decision-making, and the alignment of goals among stakeholders.

Inspections and Audits
A cornerstone of the organization's safety approach is a comprehensive inspection regimen. These assessments leave no stone unturned, covering various aspects of worksites, tools, scaffolding, and emergency preparedness. The meticulousness of these inspections safeguards against potential risks and hazards, contributing to a culture of vigilance. Moreover, the audits delve deep into evaluating the organization's adherence to safety standards. These audits encompass critical areas such as Permit to Work procedures, health and wellness initiatives, fire safety measures, and the performance of contractors and vendors. The combination of inspections and audits ensures a comprehensive evaluation of safety protocols and practices.

Preparedness and Training
Preparing for emergencies is paramount, and the organization acknowledges this through a range of measures. Emergency drills simulate scenarios like fires, medical incidents, threats, and rescues. These drills not only refine crisis response but also instil confidence among personnel, ensuring they are well-prepared to manage unexpected situations. Equally important is the focus on HSE training. The organization continuously updates training matrices for the site team to align with evolving safety requirements. Additionally, new staff members undergo comprehensive HSE induction training, equipping them with the knowledge and skills necessary to navigate potential hazards with confidence.

Promoting Safety and Compliance
Safety promotion is an ongoing commitment demonstrated through targeted campaigns. These campaigns highlight critical safety practices, ranging from working at heights and electrical precautions to addressing dropped objects and fire safety. By actively engaging employees in these campaigns, the organization reinforces a safety-conscious mindset and encourages the consistent adoption of safe practices. Furthermore, compliance forms a fundamental pillar of HSE management. Rigorous third-party audits scrutinize various aspects of safety, including fire, life, security, and overall safety standards. The organization's adherence to lift safety, fire protocols, electrical standards, environmental practices, water conservation, waste management, and pollution control demonstrates its commitment to creating a secure and sustainable work environment.

Third Party Certifications
We have signed up with British Safety Council (BSC) to upgrade the safety framework of all Max Estates Limited assets starting with Max Towers. We strongly believe to keep people healthy and safe at work.

As our next steps, we have started working on BSC's Five Star Occupational Health and Safety framework which involves an in-depth examination of the organization's entire health and safety management system(s) and associated arrangements. The framework is reflective of the recognized PLAN – DO – CHECK – ACT management cycle. Best practice indicators involve evaluation of parameters revolving around, leadership, stakeholder participation, risk management, organizational health and safety culture, continual improvement, and wellbeing. With the help of BSC, the global leader in health and safety, we aim to build a strong foundation for occupational health and safety at our assets. Along with it, in the long run, we plan to certify our safety practices with other international certification processes like ISO 45001 as well.

In embracing these multifaceted components, the organization showcases its dedication to providing a secure and productive environment for its employees, contractors, and visitors. The holistic approach to HSE management ensures not only regulatory compliance but also the nurturing of a safety-first culture that permeates all aspects of its operations.

INSURANCE

Our real estate operations are subject to hazards inherent to the construction industry, such as work accidents, fires, earthquakes, floods, and other force majeure events, acts of terrorism and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage.

For our holding company (Max Estates Limited), we have taken the following policies:

- Fidelity Insurance - a business insurance product that protects against business losses caused due to employee dishonesty, theft, or fraud.
- Money Insurance - Cash insurance is a cover which indemnifies the insured against loss of money
- Electronic Equipment Insurance – Insurance on any if losses your electronic equipment suffers any kind of damage

For our operational assets, we have taken the following policies:

- Business Guard Commercial Insurance - provides insurance cover for physical loss, theft, damage to, or destruction of, Insured Property relating to your business including damages from fire, and other special perils

For our under-construction assets, we have taken the following policies:

- Contractor All Risk Insurance - Contractors' all risks (CAR) insurance is offers comprehensive and adequate protection against loss or damage in respect of contract works, construction plant and equipment and/ or construction machinery, as well as third party claims in respect of property damage or bodily injury arising in connection with the execution of a civil engineering project.

PROPERTIES

The following premises have been taken on lease/ rent by our Company

Address of Property	Names of lessor	Rent per annum (INR)	Area	Validity
419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Dist-Nawanshahr, Punjab – 144533	Toppan Speciality Films (Formerly Max Speciality Films)	72,000	NA[1]	31 December 2023
Max Towers, Level 15, Plot No. C-001/A/1, Sector 16B, Gautam Buddha Nagar, Uttar Pradesh - PIN-201301	Max Life Insurance Company Limited	1,52,82,768	12,500 sq ft	14 June 2031
Max Towers, Level 12, Plot No. C-001/A/1, Sector 16B, Gautam Buddha Nagar, Uttar Pradesh - PIN-201301	Max Life Insurance Company Limited	3,86,13,973	28,996 sq ft	24 September 2031
1 Rajesh Pilot Lane (South End), New Delhi - 110011	SKA Diagnostic Pvt Ltd	37,50,000	2,500 sq yds	31 August 2025
2 Rajesh Pilot Lane (South End), New Delhi - 110011	Delhi Guest House Pvt Ltd	60,00,000	2,217 sq yds	1 April 2030

[1] This is not an area agreement, it is an agreement to allow use of address "419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab – 144533" as registered office address by Max Estates Limited and its group entities.

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KEY INDUSTRY REGULATIONS AND POLICIES

The following is an overview of certain key laws and regulations in India which are applicable to the operations of our Company and its Subsidiaries. The information available in this chapter has been obtained from various legislations, rules and regulations made thereunder and other regulatory requirements available in the public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.

PROPERTY RELATED LEGISLATIONS

1. **Real Estate (Regulation and Development) Act, 2016 ("RERA") and the rules thereunder**

RERA mandates that promoters of an ongoing real estate project and for which completion certificate has not been issued can only market the project if it has a valid registration with the Real Estate Regulatory Authority ("Authority") established under RERA. It also mandates the functions and duties of the promoters, including that the promoters must park 70% of all project receivables in a separate account. Drawdown from such account is permitted for land and construction costs only, in proportion to the percentage of project completion (as certified by an architect, an engineer and a chartered accountant). Further, a promoter can accept only up to 10% of the apartment cost prior to entering into a written agreement for sale with any person. Further, the promoter is prohibited from creating any charge or encumbrance on any apartment after executing an agreement for sale for same. In the event such charge or encumbrance is created, it will not affect the right and interest of the allottee. Further, the promoter shall not transfer or assign his majority rights and liabilities in respect of a real estate project to a third party without obtaining the prior written permission of two-third of the allottees and prior written approval of the Authority. RERA also ensures that the promoter does make any addition or alteration in the sanctioned plans without the previous written consent of two third of the allottees. It is required that a promoter obtain all insurances in respect of the real estate projects such as insurance in respect of title of land and construction as and when the same is notified by the appropriate Government.

Non-registration of a real estate project as per RERA would result in penalties up to 10% of the estimated cost of the project as determined by the Authority. Contravention of any other provision of RERA or order issues by the Authority may result in penalties up to 5% of estimated cost of the project or imprisonment up to three years or both. Further, the promoter's contravention or failure to comply with any order of the Appellate Tribunal formed under the act will result in imprisonment for a term extending to three years or with a fine further up to 10% of the estimated cost of the project, or both.

Additionally, if the promoter fails to give possession of the apartment, plot or building in accordance with the terms of the agreement for sale, or due to discontinuance of business or suspension or revocation of registration under the RERA, he must return the amount received from the allottee, along with interest and compensation as provided under the RERA. Any delay in handing over possession would also require the promoter to pay interest for every month of delay. In case there is a defect in the title of the land due to which the allottees suffer loss, then the promoter is liable to compensate the allottees for such loss. Further, in case of any structural defect or any other defect in workmanship, quality or provision of services or any other obligations of the promoter, the promoter shall rectify such defect and if he fails to do so, the aggrieved allottee shall be entitled to receive appropriate compensation.

We are also required to comply with the rules and regulations issued under RERA by the state governments.

2. **The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 ("Land Acquisition Act, 2013") and the rules framed thereunder**

The Land Acquisition Act, 2013 has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialisation, development of essential infrastructural facilities and urbanisation. The Land Acquisition Act, 2013 provides for the procedure to be undertaken when the government seeks to acquire land in any area for a public purpose, including carrying out a social assessment study to determine inter alia whether the acquisition would serve a public purpose. While aiming to cause least disturbance to

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landowners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. The compensation is determined by taking into consideration the market value of the land, damage sustained by interested persons, and consequence of the acquisition on the person.

3. **Transfer of Property Act, 1882 ("TP Act")**

The TP Act establishes the general principles relating to the transfer of property in India. It forms a basis for identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. It also provides for the rights and liabilities of the vendor and purchaser and the lessor and lessee in a transaction for the sale or lease of property, as the case may be. The TP Act also covers provisions with respect to mortgage of property.

4. **Registration Act, 1908 ("Registration Act")**

The Registration Act has been enacted with an objective, amongst other things, to provide a method of public registration of documents so as to give information to the public regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. The Registration Act details the formalities for registering an instrument. The Registration Act requires the compulsory registration of certain documents, including documents relating to the conveyance of immovable property. A document must be registered within four months from the date of its execution and must be registered with the sub-registrar, within whose sub-district the whole or some portion of the property is situated. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered.

5. **Indian Stamp Act, 1899 ("Stamp Act")**

The Stamp Act requires stamp duty to be paid on all instruments specified in Scheduled 1 of the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, cannot be admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments that are not sufficiently stamped or not stamped at all by the collector and he may impose a penalty of the amount of the proper stamp duty, or the amount of deficient portion of the stamp duty payable.

6. **Indian Easements Act, 1882 ("Easement Act")**

The Easement Act codifies easements in India, including the nature of easements as continuous or discontinuous and apparent or non-apparent. Under the Easement Act, an easement may be imposed by any person in the circumstances and to the extent to which he may transfer his interest in the property. Once an easement is obtained, a person may enjoy the property in respect of which it is granted. An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident upon which a license may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

7. **National Building Code of India, 2016 (the "Code")**

The Code a comprehensive building code, is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a model code for adoption by all agencies involved in building construction works, including the public works departments, other government construction departments, local bodies or private companies in the field of construction. The Code mainly contains administrative regulations, development control rules and general building requirements; fire safety requirements; stipulations regarding materials, structural design and construction (including safety) and building and plumbing services.

8. **Foreign Exchange Laws**

The foreign investment in our Company is governed by inter alia the provisions of the Foreign Exchange Management Act, 1999, as amended read with the applicable Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 as amended, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations.

Currently, 100% FDI is permitted (except in the prohibited sectors) under the automatic route in companies which are engaged in construction-development projects (including development of townships, construction of residential/ commercial premises, roads or bridges, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure and townships) subject to compliance with prescribed conditions. The conditions prescribed are as follows:

i. Each phase of the construction development project would be considered as a separate project;

ii. The investor shall be permitted to exit on completion of the project or after development of trunk infrastructure i.e., roads, water supply, street lighting, drainage and sewerage. However, a person resident outside India shall be permitted to exit and repatriate foreign investment before the completion of project under automatic route, provided that a lock-in period of three years, calculated with reference to each tranche of foreign investment has been completed. Further, transfer of stake from a person resident outside India to another person resident outside India, without repatriation of foreign investment will neither be subject to any lock-in period nor to any government approval;

iii. The project shall conform to the norms and standards, including land use requirements and provision of community amenities and common facilities, as laid down in the applicable building control regulations, bye-laws, rules, and other regulations of the State Government/ municipal/ local body concerned;

iv. The Indian investee company shall be permitted to sell only developed plots, i.e., plots where trunk infrastructure i.e., roads, water supply, street lighting, drainage and sewerage, have been made available;

v. The Indian investee company shall be responsible for obtaining all necessary approvals, including those of the building/ layout plans, developing internal and peripheral areas and other infrastructure facilities, payment of development, external development and other charges and complying with all other requirements as prescribed under applicable rules/ byelaws/ regulations of the State Government/ municipal/ local body concerned; and

vi. The State Government/ municipal/ local body concerned, which approves the building/ development plans, will monitor compliance of the above conditions by the developer.

Condition of lock-in period does not apply to hotels and tourist resorts, hospitals, SEZs, educational institutions, old age homes and investment by NRIs or OCIs. Additionally, foreign investment up to 100% under automatic route is permitted in completed projects for operating and managing townships, malls/ shopping complexes and business centers. Consequent to such foreign investment, transfer of ownership and/ or control of the investee company from residents to non-residents is also permitted. However, there would be a lock-in-period of three years, calculated with reference to each tranche of foreign investment and transfer of immovable property or part thereof is not permitted during this period. Completion of the project will be determined as per the local byelaws/ rules and other regulations of State Governments.

Further, 100% FDI under the automatic route is also permitted for new and existing industrial parks. However, FDI in industrial parks would not be subject to the conditionalities applicable to construction-development projects if industrial parks meet the following conditions:

(i) The industrial park comprises of a minimum of 10 units and no single unit occupies more than 50% of the allocable area; and

(ii) The minimum percentage of the area to be allocated for industrial activity is not less than 66% of the total allocable area.

Estates Limited

Environment Laws

We are subject to various environmental regulations as the operation of our establishments might have an impact on the environment. The basic purpose of such statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards ("**PCBs**"), have been set up in each state and at the central level. Establishments, as prescribed under various regulations may be required to obtain consent orders from the PCBs. These consent orders are required to be renewed periodically.

9. **The Environment (Protection) Act, 1986 (the "EPA")**

The EPA has been enacted with the objective of protecting and improving the environment and for matters connected therewith. As per the EPA, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EPA, including the power to direct the closure, prohibition or regulation of any industry, operation or process.

10. **Environment (Protection) Rules, 1986 ("Environment Rules")**

The Environment Rules lay down specific provisions regarding standards for emission or discharge of environmental pollutants and prohibition on carrying out industrial activities in certain geographical locations. Pursuant to the Environment Rules, every person who carries on an industry, operation or process requiring consent under the Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or shall submit to the concerned Pollution Control Board ("PCB") an environmental statement for that financial year in the prescribed form.

11. **The Environmental Impact Assessment Notification, 2006 (the "Notification")**

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme 'Housing for All by 2022' and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant bye- laws of the concerned State authorities.

Further, the Ministry of Environment, Forest and Climate Change has issued the Draft EIA, 2020 which proposes to replace the erstwhile Environment Impact Assessment Notification, 2006. The Draft EIA inter alia contemplates two kinds of approvals, being (i) prior environment clearance with the approval of expert committees; and (ii) prior environment permission from the regulatory authority, without the approval of expert committees. Certain projects including clay and sand extraction, digging well or foundations of buildings, solar thermal power plants and common effluent treatment plants have been exempted from such approvals. The Draft EIA is yet to be finalised and notified.

12. **The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")**

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned PCB. The Water Act also provides that the consent of the concerned PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent.

13. **Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")**

The Air Act require that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state PCB prior to commencing any activity. The state PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

14. **Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")**

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to obtain an approval from the relevant state pollution control board and to dispose of such waste without harming the environment.

15. **Municipal Solid Wastes (Management and Handling) Rules, 2000 ("Waste Management Rules, 2000") as superseded by Solid Waste Management Rules, 2016 ("Waste Management Rules, 2016")**

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 made the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the byelaws of the local bodies.

16. **Public Liability Insurance Act, 1991 ("Public Liability Act")**

The Public Liability Act imposes a liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of 'hazardous substances' covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the Environment Relief Fund, a sum equal to the premium paid on the insurance policies. This amount is payable to the insurer. Any party violating the provisions of the Public Liability Act can be imposed with a fine, imprisonment or both.

17. **Labour Laws**

In addition to the aforementioned material legislations which are applicable to our Company, other legislations that may be applicable to the operations of our Company include:

1. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
2. The Industrial Disputes Act, 1947;
3. The Employees' State Insurance Act, 1948;
4. The Factories Act, 1948
5. The Contract Labour (Regulation and Abolition) Act, 1970
6. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
7. The Employee's Compensation Act, 1923
8. The Minimum Wages Act, 1948;
9. The Maternity Benefit Act, 1961;
10. The Payment of Wages Act, 1936;
11. The Child Labour (Prohibition and Regulation) Act, 1986;
12. The Equal Remuneration Act, 1976;
13. The Workmen's Compensation Act, 1923;
14. The Payment of Gratuity Act, 1972; and
15. The Payment of Bonus Act, 1965.

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18. **Tax related legislations**

The tax related laws that are applicable to us include the Income-tax Act, 1961, Income Tax Rules, 1962, goods and services tax legislation comprising Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, the respective states' Goods and Services Tax Act, 2017 and various rules and notifications thereunder and as issued by taxation authorities.

19. **Trade Marks Act, 1999**

The Trademark Act, 1999 deals with the protection, registration and prevention of fraudulent use of trademarks. It also deals with the rights of the holder of the trademark, penalties for infringement, remedies for the damaged as well as modes of transference of the trademark.

HISTORY AND CERTAIN CORPORATE STRUCTURE

Brief History of our Company

Our Company was incorporated on March 22, 2016, under the provisions of the Companies Act. The CIN of the Company is U70200PB2016PLC040200. Registered office of the Company is situated at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Dist. S.B.S. Nagar (Nawanshahr), Punjab - 144533.

Registered Office and Corporate Office of our Company

Registered Office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Dist. S.B.S. Nagar (Nawanshahr), Punjab – 144533

Corporate Office: Max Towers, L-15, C-001/A/1, Sector – 16B, Gautam Buddha Nagar, Noida, – 201301, Uttar Pradesh, India

Change in address of Registered Office of our Company

There has been no change of Registered Office since inception

Main Objects of the Company

The main objects of the Company as per Clause III(a) of the Memorandum of Association are as under:

1. To carry on the business of contractors, builders, town planners, estate developers, engineers, land developer, land consolidators, landscapers, immovable property dealers and to acquire, buy, purchase, lease, consolidate, exchange, hire or otherwise, lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bunglows, warehouses, factories, industrial complexes, schools, universities, educational institutions, kothis, commercial complexes, shopping malls, multiplexes, parking complexes, residential and/or recreation facilities for the society at large or any part of the society or professional, food courts or civil works of any type on the land of the Company or not and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve any other immovable property(ies) in India or abroad.

2. To carry on the business of consultants, civil engineers, builders, consolidators, management services / advisor, project management agent, management consultant, facility management, development management, marketing agent, shared services, property broker/consultants and developers of lands, colonizers and undertake any residential, commercial, industrial or any other construction either independently or jointly in partnership, joint venture or on agency or sub- contract basis with or on behalf of any individual, firm, body corporate, association, society, Central or State Government, or any local authority in India or abroad.

3. To promote, buy, acquire, sell, lease, exchange, hire, give on rent, let, mortgage or otherwise dispose of the land, buildings and other immovable properties of the Company or other immovable properties including any share or shares, interest or interest therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to construction, execution, equipment, improvement, management, administration or control of any civil work and convenience and to undertake, execute, dispose or otherwise turn to account the same.

4. To develop or sponsor co-operatives, housing schemes or to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever, and to enter into any contract or arrangements with builders, buyer, customer, tenants and any other third parties for these purposes.

5. To erect, construct, build, demolish, fabricate, execute, carry out, improve, work, develop, enlarge, rebuild, restore, preserve, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs railways, tramways, speedways, subways, runways, roads, aerodromes, theatres, cinema halls, piers wharves, bridges,

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flyovers, underpass, dams, barrages, reservoirs, embankments, canals, sewage system, drainage system and sanitary works for building, hotels, houses, commercial complexes, shopping malls, multiplexes, food courts, private, public and all kinds of conveniences and to carry out business of builders, civil engineers, architects, estimators and designers thereof.

6. To develop the plot for houses by providing roads and other facilities such as water supply and sale the same and to erect and construct farm houses buildings or work civil and constructional of every description on any land of the Company or upon any other such lands or immovable property and to pull down rebuild, enlarge, alter and improve such land into road, highway, streets, squares and such other convenience related thereto and deal with and improve the immovable property of the Company or any other immovable property and to construct, maintain, erect and lay out roads, highway sewers, sanitary, drains, electric line, power supply works, cables and gas lines, in over and under the estate of any other company or person or body- corporate.

7. To sublet, exchange, mortgage, accept mortgage, rent lease, sub lease, surrender accept lease, tenancy or sub tenancy buildings, blocks, flats, shops, godowns, garage through own agency as through contracts.

8. To invest the surplus funds, acquire, buy, purchase, sell shares, bonds, debentures, obligations or other securities of body corporate, companies or association and particularly of companies and associations formed for similar objects whether in India or elsewhere.

9. To carry on the business of providing management and consultancy services, shared services, nurturing the learning and development objectives for acquisition of skills and knowledge.

Amendments to our Memorandum of Association of our Company since incorporation

Set out below are the amendments to our Memorandum of Association since incorporation:

Date of Shareholders' Meeting	Particulars
May 23, 2016	Amendment to clause V of the Memorandum of Association to reflect increase from ₹ 5,00,000 (Rupees Five Lacs only) divided into 50,000 equity shares of ₹ 10/- (Rupees Ten only) each to ₹10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 equity shares of ₹ 10/- (Rupees Ten only) each.
August 02, 2018	Amendment to clause V of the Memorandum of Association to reflect increase from 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 78,00,00,000 (Rupees Seventy-Eight Crores Only) equity shares divided into 7,80,00,000 equity shares of ₹ 10/- (Rupees Ten only) each.
July 31, 2023	Amendment to clause V of the Memorandum of Association to reflect increase from ` 78,00,00,000 (Rupees Seventy Eight Crores Only) divided into 7,80,00,000 equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 2,28,00,00,000 (Two Hundred Twenty Eight Crores Only) divided into 22,80,00,000 equity shares of ₹ 10/-, (Rupees Ten only) each, pursuant to the Scheme

Changes in the activities of our Company since incorporation

There have been no changes in the activities of our Company since incorporation, except pursuant to the Scheme, which may have a material adverse effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors. The addition in the object clause as given under the Scheme is mentioned below:

9. To carry on the business of providing management and consultancy services, shared services, nurturing the learning and development objectives for acquisition of skills and knowledge.

Major events and milestones

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Max Estates Limited

Year	Event
2016	Incorporation of Max Estates Limited
2016	Launch of 222, Rajpur Road, Dehradun, maiden residential project of Max Estates Limited
2017	Acquisition of Wise Zone Builders Private Limited (now known as Max Towers Private Limited), by Max Estates Limited
2018	Successful completion of first residential development - 222 Rajpur - In Dehradun
2022	Onboarding of New York Life as co-investor for Noida office project
2023	Launch of Max Estates first residential project in Noida – Estate 128
	Commencement of Construction of Max Estates' first best-in-class Grade A+ commercial project (~1.6 mn. sq. ft.) in Gurgaon. New York Life invests 290 cr for 49% stake in the same
	Completion of Max Square, Noida and Acquisition of Construction of Max Square Phase 2 (~1 mn. sq. ft. commercial campus)
	Max Estates entered a Joint Development Agreement (JDA) for its first residential project in Gurgaon
	Max Estates' first luxury residential project in NCR, Estate 128 in Noida witnessed pre launch sales worth INR 1,800+ crores

Awards, Accreditations or Recognitions

Our Company has received the following awards, accreditations and recognitions:

1. Emerging Developer of the Year – ET Real Estate Awards'22
2. Emerging Developer of the Year – Commercial (North) - 13th Annual Estate Awards'21
3. Best Campaign (Bronze) – ET 3rd Kaleido Awards'21
4. Developer of the Year (Commercial) – ET Now Real Estates Awards'20
5. Most Sustainable Architecture Design – Commercial/Retail - RE/Max India Estates Awards'20

Time and cost overrun in setting up projects by our Company

Except as disclosed in 'Risk Factors' – An inability to complete our Ongoing Projects and Forthcoming Projects by their respective expected completion dates or at all could have a material adverse effect on our business, results of operations and financial condition' on page 20, our Company has not experienced any time or cost overruns in relation to any projects since incorporation.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There are no defaults or rescheduling of borrowings from financial institutions or banks in relation to our Company.

Revaluation of assets

Our Company has not revalued its assets since incorporation and has not issued any Equity Shares by capitalizing any revaluation reserves.

Holding Company

Prior to Scheme of Composite Arrangement, our Company was subsidiary of Max Ventures and Industries Limited. However, as of the date of this Information Memorandum, there is no holding company.

Associate Company

We do not have any associate company as on the date of this Information Memorandum.

Strategic Partners / Joint Venture

We do not have any strategic partner or joint venture as on the date of the Information Memorandum.

Shareholders Agreements

As on the date of this Information Memorandum, our Company has not entered into any shareholders' agreement.

Other Material Agreements

Our Company has not entered into any agreements/arrangements otherwise than in the normal course of business of our Company or at any time during two years preceding the date of this Information Memorandum

Max Estates Limited

Strikes and Lock-Out
Our Company has not experienced any strike, lock-outs or labour unrest in the past.

Strategic and Financial Partners
As on the date of the Information Memorandum, New York Life Insurance Company is the strategic partner of our Company in two of our subsidiary companies i.e. Acreage Builders Private Limited and Max Square Limited and holding shares in the ratio of 51:49.

Divestment of Business / Material Acquisition/Undertaking by Company/ Mergers/Amalgamation
Our Company has not divested any of its business /undertaking, material acquisitions or divestments of business/undertakings, mergers, amalgamation, since incorporation to the date of the Information Memorandum except the following:

COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT BETWEEN MAX VENTURES AND INDUSTRIES LIMITED ("MVIL" OR "TRANSFEROR COMPANY") WITH MAX ESTATES LIMITED ("MEL" OR "TRANSFEREE COMPANY")

The Board of Directors of our Company in its meeting held on April 18, 2022 approved Composite Scheme of Amalgamation and Arrangement ("**Scheme**") which was presented under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, and other relevant provisions of the Companies Act, as applicable from time to time, for Amalgamation (as defined hereinafter) of Max Ventures and Industries Limited ("MVIL" or "Transferor Company") with Max Estates Limited ("MEL" or "Transferee Company") with effect from the Appointed Date and upon effectiveness of the Scheme on the Effective Date. In addition, the Scheme also provides for various other matters consequential and/or otherwise integrally connected herewith.

In consideration of the Amalgamation of the MVIL with MEL, MEL, without any further act or deed and without any further payment, basis the Share Entitlement Report, issued and allotted to the shareholders of MVIL (whose name is recorded in the register of members of the MVIL as on the Record Date) equity shares of the face value of ₹10/- (Rupees Ten) each in the following manner:

"1 (One) equity share having face value of INR 10/- (Rupees Ten only) each fully paid up of the Transferee Company for every 1 (One) equity share having face value of INR 10/- (Rupees Ten only) held in the Transferor Company."

Further, the equity shareholders of MVIL approved the Scheme through the NCLT convened meeting on December 03, 2022 through video conferencing.

The Hon'ble NCLT approved the Scheme, vide Order dated July 03, 2023 (certified copy received by the Company on July 24, 2023).

Subsidiaries of Our Company
As of the date of this Information Memorandum, there are following subsidiaries of our Company, details of which is as follows:

1. **Acreage Builders Private Limited**

Corporate Information: Acreage Builders Private Limited was incorporated on June 18, 2010 under the Companies Act, 1956 with the ROC Delhi. The CIN is U70101HR2010PTC047012. The Registered Office is situated at 10th Floor, Tower – B, Unitech Cyber Park, Sector 39, Gurugram, Haryana – 122 001.

The main Objects of the company are:

1. To carry on the business as owners, builders, colonizers, developers, promoters, proprietors, lessors, civil contractors, maintainers and residential, commercial and industrial buildings, colonies, hotels, IT Parks, Fun Parks, Golf Clubs, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses building and to deal in all kinds of immovable properties whether belonging to the Company or not.

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2. To undertake and carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, industrial, rural or urban that may belong to the Company or any other person, of whatever nature and to deal in land or immovable properties of agreements to sell the land of the Company or of anybody else.
3. To erect and construct houses, building of civil and constructional works of every description on any land of the Company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, construct, erect, alter, develop, colonise, decorate furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign, let out, hire, sublet, or sub-lease all types of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, chawls, club, resorts, banquet halls, houses, structures, construction, tenements, roads, bridges, land, estates and immovable properties whether freehold or lease-hold of any nature and description and where-ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.
4. To act as an agent for purchasing, selling and letting on hire, and houses whether multi-storeyed, commercial land/or residential buildings on commission basis.
5. To consolidate or sub-divide, develop, maintain, purchase, sell and letting on hire farmhouses and sheds and to let out the same on rental or licence basis and/or to sell the same on hire-purchase or instalment system or otherwise dispose of the same.
6. To develop and build the Shopping Malls, Shopping Complex and Shopping Centres at different places within and outside India.

Nature of Business: The Company is engaged in Real estate activities.

Capital Structure:

Particulars	**Aggregate value at face value (in ₹)**
Authorised capital	
10,00,000 equity shares of ₹ 10 each	1,00,00,000
Issued, subscribed and paid-up capital	
5,44,834 equity shares of ₹ 10 each	54,48,340

Board of Directors
- Mr. Nitin Kumar
- Mr. Rishi Raj
- Mr. KA Luk Stanley Tai
- Ms. Sidney Dylan Lee

Shareholding Pattern as on August 18, 2023

Name	**No. of equity shares**	**% of shareholding**
Max Estates Limited	2,77,859	51.00
New York Life Insurance Company	2,66,969	49.00
Mr. Sahil Vachani*	1	0.00
Mr. Rishi Raj*	1	0.00
Mr. V. Krishnan*	1	0.00
Mr. Nitin Kumar*	1	0.00
Mr. Anshul Gaurav*	1	0.00
Mr. Bishwajit Das*	1	0.00
Total	**5,44,834**	**100.00**

*holding share as a nominee on behalf of Max Estates Limited.

Financial performance

The audited financial results of Acreage Builders Private Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Max Estates Limited

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	-	8.61	16.11
Profit / (Loss) after Tax	(5.24)	(248.04)	(207.01)
Equity share capital	54.48	54.48	54.48
Other Equity	20,330.01	20335.25	20583.29
Net Worth*	20,384.49	20389.73	20637.77
Book Value per share of shares of face value INR 10/- each	3,741.41	3742.61	3779.88
EPS of shares of face value INR 10/- each	(0.96)	(45.53)	(38.00)

** The above net worth has been computed as per section 2(57) of the Companies Act*

2. Max Estates Gurgaon Limited

Corporate Information: Max Estates Gurgaon Limited was incorporated on September 05, 2022 under the Companies Act, 2013 with the ROC Kanpur. The CIN is U70109UP2022PLC170197. The Registered Office is situated at Max Towers, C-001/A1, Sector – 16B, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201 301.

The main Objects of the company are:

1. To carry on the business of contractors, builders, town planners, estate developers, engineers, land developer, land consolidators, landscapers, immovable property dealers and to acquire, buy, purchase, lease, consolidate, exchange, hire or otherwise, lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bunglows, warehouses, factories, industrial complexes, schools, universities, educational institutions, kothis, commercial complexes, shopping malls, multiplexes, parking complexes, residential and/or recreation facilities for the society at large or any part of the society or professional, food courts or civil works of any type on the land of the Company or not and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve any other immovable property(ies) in India or abroad.

2. To carry on the business of consultants, civil engineers, builders, consolidators, management services / advisor, project management agent, management consultant, facility management, development management, marketing agent, shared services, property broker/consultants and developers of lands, colonizers and undertake any residential, commercial, industrial or any other construction either independently or jointly in partnership, joint venture or on agency or sub- contract basis with or on behalf of any individual, firm, body corporate, association, society, Central or State Government, or any local authority in India or abroad.

3. To promote, buy, acquire, sell, lease, exchange, hire, give on rent, let, mortgage or otherwise dispose of the land, buildings and other immovable properties of the Company or other immovable properties including any share or shares, interest or interest therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to construction, execution, equipment, improvement, management, administration or control of any civil work and convenience and to undertake, execute, dispose or otherwise turn to account the same.

4. To develop or sponsor co-operatives, housing schemes or to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever, and to enter into any contract or arrangements with builders, buyer, customer, tenants and any other third parties for these purposes.

5. To erect, construct, build, demolish, fabricate, execute, carry out, improve, work, develop, enlarge, rebuild, restore, preserve, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs railways, tramways, speedways, subways, runways, roads, aerodromes, theatres, cinema halls, piers wharves, bridges, flyovers, underpass, dams, barrages, reservoirs, embankments, canals, sewage system, drainage system and sanitary works for building, hotels, houses, commercial complexes, shopping malls, multiplexes, food courts, private, public and all kinds of conveniences and to carry out business of builders, civil engineers, architects, estimators and designers thereof.

Max Estates Limited

6. To develop the plot for houses by providing roads and other facilities such as water supply and sale the same and to erect and construct farm houses buildings or work civil and constructional of every description on any land of the Company or upon any other such lands or immovable property and to pull down rebuild, enlarge, alter and improve such land into road, highway, streets, squares and such other convenience related thereto and deal with and improve the immovable property of the Company or any other immovable property and to construct, maintain, erect and lay out roads, highway sewers, sanitary, drains, electric line, power supply works, cables and gas lines, in over and under the estate of any other company or person or body- corporate.

7. To sublet, exchange, mortgage, accept mortgage, rent lease, sub lease, surrender accept lease, tenancy or sub tenancy buildings, blocks, flats, shops, godowns, garage through own agency as through contracts.

8. To invest the surplus funds, acquire, buy, purchase, sell shares, bonds, debentures, obligations or other securities of body corporate, companies or association and particularly of companies and associations formed for similar objects whether in India or elsewhere.

Nature of Business: The company is engaged in real estate activities.

Capital Structure: The following table sets forth details of the capital structure:

Particulars	Aggregate value at face value (in ₹)
Authorised capital	
1,50,000 equity shares of ₹ 10 each	15,00,000
Issued, subscribed and paid-up capital	
1,00,000 equity shares of ₹ 10 each	10,00,000

Board of Directors
- Mr. V. Krishanan
- Mr. Nitin Kumar
- Mr. Rishi Raj

Shareholding Pattern as on August 18, 2023

Name	No. of equity shares	% of shareholding
Max Estates Limited	99,994	100.00
Mr. Sahil Vachani*	1	0.00
Mr. Rishi Raj*	1	0.00
Mr. Nitin Kumar*	1	0.00
Mr. Bishwajit Das*	1	0.00
Mr. Anshul Gaurav*	1	0.00
Mr. V. Krishanan*	1	0.00
Total	**1,00,000**	**100.00**

**holding as Nominee of Max Estates Limited*

Financial performance

The audited financial results of Max Estates Gurgaon Limited for the financial years ended on March 31, 2023, are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023
Total Income	38.23
Profit / (Loss) after Tax	(0.71)
Equity share capital	10.00
Other Equity	(0.71)
Net Worth*	9.29
Book Value per share of shares of face value INR 10/- each	9.29
EPS of shares of face value INR 10/- each	(0.71)

Max Estates Limited

* *The above net worth has been computed as per section 2(57) of the Companies Act*

3. **Max Estates 128 Private Limited** (formerly known as Accord Hotels and Resorts Private Limited)

Corporate Information: Max Estates 128 Private Limited was incorporated on July 29, 2006 under the Companies Act, 1956 with the ROC Delhi. The name of the Company has been changed from Accord Hotels and Resorts Private Limited to Max Estates 128 Private Limited on September 15, 2022. The CIN is U55101DL2006PTC151422. The Registered Office is situated at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020.

The main Objects of the company are:

1. To carry on the business of contractors, builders, town planners, estate developers, engineers, land developer, land consolidators, landscapers, immovable property dealers and to acquire, buy, purchase, lease, consolidate, exchange, hire or otherwise, lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bunglows, warehouses, factories, industrial complexes, schools, universities, educational institutions, kothis, commercial complexes, shopping malls, multiplexes, parking complexes, residential and/or recreation facilities for the society at large or any part of the society or professional, food courts or civil works of any type on the land of the Company or not and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve any other immovable property(ies) in India or abroad.

2. To carry on the business of consultants, civil engineers, builders, consolidators, management services / advisor, project management agent, management consultant, facility management, development management, marketing agent, shared services, property broker/consultants and developers of lands, colonizers and undertake any residential, commercial, industrial or any other construction either independently or jointly in partnership, joint venture or on agency or sub- contract basis with or on behalf of any individual, firm, body corporate, association, society, Central or State Government, or any local authority in India or abroad.

3. To promote, buy, acquire, sell, lease, exchange, hire, give on rent, let, mortgage or otherwise dispose of the land, buildings and other immovable properties of the Company or other immovable properties including any share or shares, interest or interest therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to construction, execution, equipment, improvement, management, administration or control of any civil work and convenience and to undertake, execute, dispose or otherwise turn to account the same.

4. To develop or sponsor co-operatives, housing schemes or to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever, and to enter into any contract or arrangements with builders, buyer, customer, tenants and any other third parties for these purposes.

5. To erect, construct, build, demolish, fabricate, execute, carry out, improve, work, develop, enlarge, rebuild, restore, preserve, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs railways, tramways, speedways, subways, runways, roads, aerodromes, theatres, cinema halls, piers wharves, bridges, flyovers, underpass, dams, barrages, reservoirs, embankments, canals, sewage system, drainage system and sanitary works for building, hotels, houses, commercial complexes, shopping malls, multiplexes, food courts, private, public and all kinds of conveniences and to carry out business of builders, civil engineers, architects, estimators and designers thereof.

6. To develop the plot for houses by providing roads and other facilities such as water supply and sale the same and to erect and construct farm houses buildings or work civil and constructional of every description on any land of the Company or upon any other such lands or immovable property and to pull down rebuild, enlarge, alter and improve such land into road, highway, streets, squares and such other convenience related thereto and deal with and improve the immovable property of the Company or any other immovable property and to construct, maintain, erect and lay out roads, highway sewers, sanitary, drains, electric line, power supply works, cables and gas lines, in over and under the estate of any other company or person or body- corporate.

7. To sublet, exchange, mortgage, accept mortgage, rent lease, sub lease, surrender accept lease, tenancy or sub tenancy buildings, blocks, flats, shops, godowns, garage through own agency as through contracts.

8. To invest the surplus funds, acquire, buy, purchase, sell shares, bonds, debentures, obligations or other securities of body corporate, companies or association and particularly of companies and associations formed for similar objects whether in India or elsewhere.

Nature of Business: The company is engaged in Real Estate activities.

Capital Structure: The following table sets forth details of the capital structure:

Particulars	Aggregate value at face value (in ₹)
Authorised capital	
1,00,00,000 equity shares of ₹ 10 each	10,00,00,000
Issued, subscribed and paid-up capital	
96,52,000 equity shares of ₹ 10 each	9,65,20,000

Board of Directors

- Mr. Nitin Kumar
- Mr. Rishi Raj
- Mr. Anshul Gaurav

Shareholding Pattern as on August 18, 2023

Name	No. of equity shares	% of shareholding
Max Estates Limited	96,51,994	100.00
Mr. Sahil Vachani *	01	0.00
Mr. Rishi Raj*	01	0.00
Mr. Nitin Kumar *	01	0.00
Mr. V. Krishnan	01	0.00
Mr. Anshul Gaurav *	01	0.00
Mr. Bishwajit Das *	01	0.00
Total	**96,52,000**	**100.00**

**holding shares as a nominee of Max Estates Limited*

Financial performance

The audited financial results of Max Estates 128 Private Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	0	0	0
Profit / (Loss) after Tax	(138.42)	(7.99)	(275.12)
Equity share capital	965.20	965.20	965.20
Other Equity	(130.36)	(49.76)	(41.77)
Net Worth*	834.84	915.44	923.43
Book Value per share of shares of face value INR 10/- each	8.65	9.48	9.57
EPS of shares of face value INR 10/- each	(1.43)	(0.08)	(0.03)

** The above net worth has been computed as per section 2(57) of the Companies Act*

4. Max I. Limited

Corporate Information: Max I Limited was incorporated on June 23, 2016 under the Companies Act, 2013 with the ROC Chandigarh. The CIN is U74999PB2016PLC045450. The Registered Office is situated at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, , S.B.S Nagar (Nawanshehar), Punjab – 144 533.

Max Estates Limited

The main Objects of the company are:

1. To carry on the business of hospitality such as hotels, motels, restaurants, food & beverages, resorts, recreation centre, holiday camps, amusements parks, guest houses, banquet halls, conference halls, convention halls, business centers, picnic spots, canteens, caterers, cafe, pubs, bars, beerhouse, refreshment rooms, clubs and lodging or apartments, shopping complex, housekeepers, casinos, beer-houses, refreshment rooms, night clubs and lodging or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers and confectioners, importers, amusement parks, games both electronic and non-electronic discotheques, swimming pools, health clubs, dressing rooms and manufactures of aerated mineral and artificial water and other drinks, and beauty parlors in and outside India.

2. To purchase, sell, develop, manufacture, deal in any manner whatsoever and offer various lifestyle products, services, amenities and facilities for developing or improving constructive lifestyle habits or choice for individuals and/or societies and for this purposes, inter-alia, to purchase, take on lease, hold any rights, licenses, of any movable or immovable property or manufacturing unit of any kind and/or to own, construct, set-up, establish, run, manage and/or manage various centres, facilities showrooms, guesthouses; lodging houses, resorts, rest houses, gyms, yoga camps, yoga studies, food supplements, medication centres and/or to develop, manufacture, purchase or sell various products, equipments; and/or to design, develop and commercially exploit various programs, concepts, health-tips, techniques to assist, develop, improve the way of living of individuals, societies, for their health, physical, psychological, social and economic needs and requirement on a day-to-day basis.

3. To acquire, establish, promote, run, manage, act as service provider, act as know-how developer/ provider or in any other manner associate/venture in India and/or elsewhere in the world for schools, college, training institute or other educational institutions, kindergarten, nursery, primary, middle, secondary, senior secondary, degree courses in academic or professional streams, vocational or non-vocational courses, computer education, educational & training centres, skill development program in any stream or similar / incidental activity thereto including carrying on the business of learning and skill development, training and placement and running training and professional institutions for providing knowledge in the field of scientific management, commercial, medical, engineering or such all or any other type of education.

4. To provide information technology to any person, firm, company, trusts, association, institutions, society, body corporate, government department, public or local authority in India and outside India in the field of information technology and related areas and/or to develop procedures, methods, and principles for and engage in research relating thereto to carry on the business of designers and manufacturers, buyers, sellers, assemblers, exporters, importers, distributors, agents, hirers and dealers of and as maintenance and service engineers, and system engineers if mainframe, mini, micro and personal computer systems and process control systems and computer peripherals and accessories and computer hardware. including large systems, mini, micro systems and personal computers and process control systems and hardware in computer and electronics.

5. To carry on the business or associate or initiate various healthcare activities, including but not restricted to erect, construct, maintain, run, manage, develop, own, acquire, purchase, undertake, improve, equip, promote, initiate, encourage, subsidise and organise hospitals, dispensaries, clinics, diagnostic centres, pathology laboratories, nursing homes, investigation centres and other similar establishments for providing treatment and medical reliefs in all its branches by all available means and/or to carry on in India or elsewhere the business to construct, maintain, establish, run, develop, manage, let out on hire health centres, yoga and meditation centres, gymnasiums, health clubs, and other similar establishments and/or to buy, sell, manufacture, import, export, distribute and otherwise deal in all kinds and varieties of non prescribed drugs, health care products, and skin care products, food supplements and health aids.

6. To carry on the business of contractors, builders, town planners, estate developers, engineers, land developer, land consolidators, landscapers, immovable property dealers ap.d to acquire, buy, purchase, lease, consolidate, exchange, hire or otherwise, lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bunglows, warehouses, factories, industrial complexes, schools, universities, educational institutions, kothis, commercial complexes, shopping malls, multiplexes, parking complexes, residential and/or recreation facilities for the society at I;irge or any part of the society or professional, food courts

Max Estates Limited

or civil works of any type on the land of the Company or not and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve any other immovable property(ies) in India or abroad

7. Subject to the regulation of the Reserve Bank of India and other applicable regulations, to carry on (a} the business of investment advisory / consultancy services; (b) the business of an investment/loan company; and to •acquire and hold and otherwise deal in shares, stocks, debentures, Mutual Fund units, debenture-stock; bonds, obligations and securities issued or guaranteed by any company and debentures, debenture-stock, bonds, units, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, or authority, supreme, municipal, local or otherwise, landed property, whether in India or elsewhere.

8. To carry on the business of providing management and consultancy services, shared services to all types of industry or organizations in India or abroad including for office, advertising, accounting, computer, secretarial and taxation matters, technical know~how and without limiting the generality of the above to act as consultants and nurturing the learning & development objectives for acquisition of skills and knowledge.

9. To promote, hold, nurture, invest in securities or grant loan/guarantee to the companies having similar objects as that of the Company and carrying on any business (including through associates, subsidiaries and joint ventures) whether in India or elsewhere.

Nature of Business: The Company is a Non-Banking Financial Company

Capital Structure: The following table sets forth details of the capital structure:

Particulars	Aggregate value at face value (in ₹)
Authorised capital	
50,000 equity shares of ₹ 10 each	5,00,000
Issued, subscribed and paid-up capital	
50,000 equity shares of ₹ 10 each	5,00,000

Board of Directors

- Mr. Sahil Vachani
- Mr. Nitin Kumar
- Mr. V. Krishnan

Shareholding Pattern as on August 18, 2023

Name	No. of equity shares	% of shareholding
Max Estates Limited	49,994	100.00
Mr. Sahil Vachani *	1	0.00
Mr. Rishi Raj *	1	0.00
Mr. Nitin Kumar *	1	0.00
Mr. Amit Jain *	1	0.00
Mr. Navneet Narayan Malhotra *	1	0.00
Mr. Manohar Kumar *	1	0.00
Total	**50,000**	**100.00**

**As a nominee of* Max Estates Limited

Financial performance

The audited financial results of Max I Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	17.77	0.87	3372.41
Profit / (Loss) after Tax	(47.83)	(48.89)	(1887.05)

Max Estates Limited

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Equity share capital	5.00	5.00	5.00
Other Equity	2,129.46	2177.29	2226.18
Net Worth*	2,134.46	2182.29	2231.18
Book Value per share of shares of face value INR 10/- each	4,268.92	4364.58	4462.36
EPS of shares of face value INR 10/- each	(95.66)	(97.78)	(3774.16)

** The above net worth has been computed as per section 2(57) of the Companies Act*

5. Max Square Limited

Corporate Information: Max Square Limited was incorporated on June 24, 2019 under the Companies Act, 2013 with the ROC Kanpur. The CIN is U70200UP2019PLC118369. The Registered Office is situated at Max Towers, L-12, C-001/A/1, Sector 16B, Noida, Uttar Pradesh – 201 301.

The main Objects of the company are:

1. To carry on the business of contractors, builders, town planners, estate developers, engineers, land developer, land consolidators, landscapers, immovable property dealers and to acquire, buy, purchase, lease, consolidate, exchange, hire or otherwise, lands, buildings, civil works, immovable property of any tenure or any interest in the same and to erect and construct houses, flats, bunglows, warehouses, factories, industrial complexes, schools, universities, educational institutions, kothis, commercial complexes, shopping malls, multiplexes, parking complexes, residential and/or recreation facilities for the society at large or any part of the society or professional, food courts or civil works of any type on the land of the Company or not and to pull down, rebuild, enlarge, alter any other conveniences and to deal with and improve any other immovable property(ies) in India or abroad.
2. To carry on the business of consultants, civil engineers, builders, consolidators, management services / advisor, project management agent, management consultant, facility management, development management, marketing agent, shared services, property broker/consultants and developers of lands, colonizers and undertake any residential, commercial, industrial or any other construction either independently or jointly in partnership, joint venture or on agency or sub- contract basis with or on behalf of any individual, firm, body corporate, association, society, Central or State Government, or any local authority in India or abroad.
3. To promote, buy, acquire, sell, lease, exchange, hire, give on rent, let, mortgage or otherwise dispose of the land, buildings and other immovable properties of the Company or other immovable properties including any share or shares, interest or interest therein and to transact on commission or otherwise business of real estate agents and to apply for purchase through tender or otherwise acquire civil contracts for or in relation to construction, execution, equipment, improvement, management, administration or control of any civil work and convenience and to undertake, execute, dispose or otherwise turn to account the same
4. To develop or sponsor co-operatives, housing schemes or to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences and to deal with the same in any manner whatsoever, and to enter into any contract or arrangements with builders, buyer, customer, tenants and any other third parties for these purposes.
5. To erect, construct, build, demolish, fabricate, execute, carry out, improve, work, develop, enlarge, rebuild, restore, preserve, administer, manage or control in India or abroad on any land or immovable property of the Company or upon any other land or immovable property in any capacity and convenience of all kinds, including turnkey jobs railways, tramways, speedways, subways, runways, roads, aerodromes, theatres, cinema halls, piers wharves, bridges, flyovers, underpass, dams, barrages, reservoirs, embankments, canals, sewage system, drainage system and sanitary works for building, hotels, houses, commercial complexes, shopping malls, multiplexes, food courts, private, public and all kinds of conveniences and to carry out business of builders, civil engineers, architects, estimators and designers thereof.
6. To develop the plot for houses by providing roads and other facilities such as water supply and sale the same and to erect and construct farm houses buildings or work civil and constructional of every description on any land of the Company or upon any other such lands or immovable property and to pull down rebuild, enlarge, alter and improve

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such land into road, highway, streets, squares and such other convenience related thereto and deal with and improve the immovable property of the Company or any other immovable property and to construct, maintain, erect and lay out roads, highway sewers, sanitary, drains, electric line, power supply works, cables and gas lines, in over and under the estate of any other company or person or body- corporate.

7. To sublet, exchange, mortgage, accept mortgage, rent lease, sub lease, surrender accept lease, tenancy or sub tenancy buildings, blocks, flats, shops, godowns, garage through own agency as through contracts.
8. To invest the surplus funds, acquire, buy, purchase, sell shares, bonds, debentures, obligations or other securities of body corporate, companies or association and particularly of companies and associations formed for similar objects whether in India or elsewhere.

Nature of Business: The Company is engaged in Real Estate activities.

Capital Structure: The following table sets forth details of the capital structure:

Particulars	Aggregate value at face value (in ₹)
Authorised capital	
24,00,00,000 equity shares of ₹ 10 each	240,00,00,000
Issued, subscribed and paid-up capital	
11,00,09,608 equity shares of ₹ 10 each	110,00,96,080

Board of Directors

- Ms. Kiran Sharma
- Mr. Akhil Bhalla
- Mr. Nitin Kumar
- Mr. Rishi Raj
- Mr. KA Luk Stanley Tai
- Ms. Sidney Dylan Lee

Shareholding Pattern as on August 18, 2023

Name	No. of equity shares	% of shareholding
Max Estates Limited	5,61,04,994	51.00
Mr. Kishansingh Ramsinghaney*	01	0.00
Mr. Rishi Raj*	02	0.00
Mr. Nitin Kumar*	01	0.00
Mr. V. Krishnan*	01	0.00
Mr. Bishwajit Das*	01	0.00
New York Life Insurance Company	5,39,04,608	49.00
Total	**11,00,09,608**	**100.00**

*holding as Nominee of Max Estates Limited

Financial performance

The audited financial results of Max Square Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	0.00	0.00	0.00
Profit / (Loss) after Tax	(111.80)	(33.04)	(4.00)
Equity share capital	11000.96	7001.96	7001.96
Other Equity	3263.42	20.71	(21.81)
Net Worth*	14264.38	7022.67	6980.15
Book Value per share of shares of face value INR 10/- each	12.97	10.03	9.97
EPS of shares of face value INR 10/- each	(0.12)	(0.05)	(0.01)

Max Estates Limited

** The above net worth has been computed as per section 2(57) of the Companies Act*

6. **Max Towers Private Limited**

Corporate Information: Max Towers Private Limited was incorporated on October 27, 2016 under the Companies Act, 2013 with the ROC Kanpur. The name of the Company has been changed from Wise Zone Builders Private Limited to Max Towers Private Limited on August 28, 2020. The CIN is U70109UP2016PTC087374. The Registered Office is situated at Max Towers, L-12, C-001/A/1, Sector 16B, Noida, Uttar Pradesh – 201 301.

The main Objects of the company are:

1. To carry on the business as owners, builders, colonizers, developers, promoters, proprietors, civil contractors maintainer of residential, commercial and industrial buildings, colonies, mills and factory's sheds and buildings, workshop's buildings, cinema's house buildings and to deal in all kinds of real estate development and to deal in all kinds of immovable properties whether belonging to the Company or not.

2. To undertake -and to carry on the business of township development and to carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, industrial, rural or· urban that may belong to company or to any other person of whatever nature and to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company.

3. To erect and construct house, buildings or civil and constructional works of every description on any land of the company or upon any other lends or immovable property and to purchase, construct, erect, alter, develop, colonies, decorate, furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign all type of lands, plots, buildings, hereditaments, multiplexes, amusement park. schools. bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, hotels, and restaurant's building, banquet halls, houses, structures, construction, tenements, roads, bridges, land, estates and immovable, properties whether freehold or leasehold of any nature and description and wherever situated in any way and partly consideration for a gross sum or rent.

4. To provide consultancy for purchasing. selling land and houses whether multistoried, commercial land/or residential buildings on commission basis, to consolidate or sub divide, develop, maintain, purchase, sell sheds and to let out the same on rental basis and/or to sell the same on installment system and

5. To provide guarantee and/or security for, or in connection with, the due repayment of any loans or borrowings (secured, unsecured, interest bearing or interest free, as applicable) availed by group or affiliate companies including associate companies, holding companies, subsidiaries or other body corporates.

Nature of Business: The Company is engaged in Real Estate activities.

Capital Structure: The following table sets forth details of the capital structure:

Particulars	Aggregate value at face value (in ₹)
Authorised capital	
6,50,60,000 equity shares of ₹ 10 each	65,06,00,000
Issued, subscribed and paid-up capital	
6,50,60,000 equity shares of ₹ 10 each	65,06,00,000

Board of Directors

- Mr. Bishwajit Das
- Mr. Kishansingh Ramsinghaney
- Ms. Gauri Padmanabhan
- Mr. Anshul Gaurav

Shareholding Pattern as on August 18, 2023

Max Estates Limited

Name	No. of equity shares	% of shareholding
Max Estates Limited	6,50,59,994	100.00
Mr. Sahil Vachani*	01	0.00
Mr. Kishansingh Ramsinghaney*	01	0.00
Mr. Rishi Raj*	01	0.00
Mr. Nitin Kumar*	01	0.00
Mr. V. Krishnan*	01	0.00
Ms. Shruti Batish*	01	0.00
Total	**6,50,60,000**	**100.00**

**as a nominee of Max Estates Limited*

Financial performance

The audited financial results of Max Towers Private Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	3591.68	3161.21	2234.12
Profit / (Loss) after Tax	310.41	705.06	(529.95)
Equity share capital	6506.00	6506.00	6506.00
Other Equity	3789.99	27799.50	27,092.56
Net Worth*	10295.99	34305.50	33598.56
Book Value per share of shares of face value INR 10/- each	15.83	52.73	51.64
EPS of shares of face value INR 10/- each	0.18	0.22	(0.81)

** The above net worth has been computed as per section 2(57) of the Companies Act*

7. **Pharmax Corporation Limited**

Corporate Information: Pharmax Corporation Limited was incorporated on September 27, 1989 under the Companies Act, 1956 with the ROC Chandigarh. The CIN is U24232PB1989PLC009741. The Registered Office is situated at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, S.B.S Nagar (Nawanshehar), Nawan Shehar, Punjab – 144 533.

The main Objects of the company are:

1. To carry on the business as manufacturers of and dealers in chemical products, antibiotics, drugs and medicinal preparations and generally to carry on the business of manufacturers, buyers, sellers of and dealers in all kinds of chemical products, antibiotics, drugs, medicines and medical preparations whatsoever and of foods of all kinds and varieties including for infants and invalids and to carry on all or any of the business of manufacturers, chemists and druggists, chemical manufacturers and dealers, drysalters, importers, exporters, indenting agents and manufacturers of and dealers in Pharmaceuticals, medicinal food preparations and goods.

2. To manufacture drug intermediates, bulk, drugs and fermentations-enzymes products, alcohol, fructose, acids and starches, silylating agents and plasma pheresis, buy, sell, import and export and deal in drugs, drug intermediates medicines and pharmaceuticals, heavy and fine chemicals, oil man stores, hospital requisites, toilet requisites, sera, proprietary medicines, vaccines, biologicals contraceptives, medical gases, medicated surgical dressings, dental goods of all descriptions, optical goods of all descriptions, diagnostic agents, clinical diagnostic equipment, industrial and technical drugs and chemicals, oils and tinctures, extracts aromatic chemicals and synthetic herbal and natural perfumes, soaps, toiletries, cosmetics, perfumes preparations of hair, dyes, essential items for every day use in domestic hygiene and other purposes.

3. To carry on the business of chemists, druggists, drysalters and dealers in pharmaceutical, medicinal chemicals, industrial and other preparations and articles, compounds cements, oils, phenyl, drugs, herbs, surgical apparatus and materials and manufacturers of patent and other medicines, indigenous drugs, pharmaceutical, medicinal, industrial

Max Estates Limited

and other preparations and articles in which the Company is entitled to carry on business and makers of all kinds of surgical apparatus and materials of hospital requisites and appliances.

4. To carry on the business of vialling, bottling, repacking, processing of capsules, syrups, tablets and ointments including for own manufacture and sale and manufacture as a loan licensee or licensor.

5. To carry on the business of manufacturers and dealers in insecticides, pesticides, repellents, fertilizers and all kinds of agricultural chemicals and to carry on the said business in all their branches and/or to undertake spraying of such chemicals through manual, mechanical and/or aerial operations, alone or in association with other agencies and/or Companies.

6. To carry on the business of manufacturers, importers, exporters, retailers, distributors, agents and dealers in pharmaceutical, biological, medical, medicinal, surgical, toilet, dental, anatomical, orthopedical, obstetric contraceptive, gynecological, veterinary, chemical, electrical, photographic, scientific and industrial apparatus, appliances, machinery, articles, compounds, preparations materials and requisites of all kinds and of cements, oils, paints, pigments, varnishers, drugs, dyewares, essences, essential oils, ingredients for aerated or mineral waters and other drinks, soaps, cosmetics, perfumes, soap, flavourings, toilets requisites and preparations, disinfectants and antiseptics and of cordials, liquors, soups, broths and other restoratives and foods suitable or considered to be suitable for invalides and convalescents and of boxes, cartons and cases from any substance or material of whatsoever nature.

7. To carry on the business of manufacturing, producing, preparing, refining, processing, extracting, indenting, dealing and exporting, importing, purchasing, handling, bottling, repacking and selling natural and synthetic products of all kinds and in particular adhesives, sealants, coatings, similar products, articles and their raw materials, intermediate sealants and coatings and also other similar articles. To carry on the business of manufacturers, exporters, importers, refiners, processors, buyers, sellers and dealers in equipments, tools and implements for applying and dispensing adhesives, sealants, coatings and similar products and articles and materials from which the same may be made and manufactured.

8. To carry on business as manufacturer, assembler, traders, dealers, importers, agency holders, representatives of machinery, equipments and materials for the manufacture of electronic components including Printed Circuit Boards and other items for electronic industry.

9. To design, manufacture and offer or to supply from other sources packing, materials packaging and packaging systems of all types and related services.

10. To acquire by concession, grant, purchase, lease, licence, order, decree or otherwise either absolutely or conditionally, any land, buildings, structures, conveniences and/or other moveable or immovable properties of any description and to develop, construct, alter, invest in, manage and maintain any property owned by or in possession of the Company and to deal, negotiate, sell, let on lease or for hire and to mortgage or otherwise dispose off by sale, transfer or other arrangement, any or all property including the legal rights, benefits and interest therein.

11. To establish, maintain, run, manage, develop, own, acquire, including but not limited to franchising, taking on lease, purchasing, undertaking, improving, equipping, promoting, initiating, subsidising, and organising in India or elsewhere, hospitals, clinics, nursing homes, health centres in primary/secondary/tertiary care, pharmacy/chemist shops, diagnostics and pathology centers, emergency and trauma facilities, in-patient and out-patient facilities, ophthalmology centers, dental clinics, rehabilitation centers, health camps/health programmes/preventive health checks, operation theatres, histopathology facilities, conventional cardiology and invasive cardiology facilities, neurology centers, dialysis centers, child welfare and maternity centers, clinical laboratories, blood banks, ambulances, eye banks, physiotherapy centers, investigation centers, research centers, speciality programme centers, and other similar establishments and programmes for providing treatment and medical services in all its branches/centers by all available means.

12. To undertake, promote or engage in all kinds of research including clinical research and development work required to promote, assist or engage in setting up hospitals and facilities including setting of laboratories, purchase, take on lease and acquire any facility, equipment, instrument, required for carrying out medical research and to educate and train medical students, nurses, midwives and hospital administrators and to grant such diploma and degrees as recognition as the Company may prescribe or deemed fit from time to time.

13. To promote, form, register, invest in companies, enter into partnerships, joint ventures with individual, bodies corporate, firms, societies, trusts, etc.

14. To provide healthcare, medical, incidental and related services including but not limited to providing training to Doctors, nurses, para-medics, technicians and other healthcare workers and to act as advisers and consultants on all matters relating to medical management and treatment in hospitals, dispensaries, clinics, nursing homes, pharmacy, laboratories, blood banks and other healthcare establishments and programmes.

Nature of Business: The Company is engaged in Real Estate activities.

Capital Structure: The following table sets forth details of the capital structure:

Particulars	Aggregate value at face value (in ₹)
Authorised capital	
6,00,00,000 equity shares of ₹ 1 each 4,70,000 (10%) Cumulative Convertible Preference Shares of ₹ 100/- each 15,00,000 (9%) Cumulative Redeemable Preference Shares of ₹ 100/- each	25,70,00,000
Issued, subscribed and paid-up capital	
4,71,22,747 equity shares of ₹ 1 each 3,00,000 (10%) Cumulative Convertible Preference Shares of ₹ 100/- each 2,65,960 being amount paid on forfeited shares [6,142 (10%) Cumulative Convertible Preference Shares of ₹ 100/- each]	7,73,88,707

Board of Directors

- Ms. Kiran Sharma
- Mr. Kishansingh Ransinghaney
- Mr. Sanjay Khandelwal
- Mr. Rishi Raj
- Mr. Anshul Gaurav

Shareholding Pattern as on August 18, 2023

Name	No. of equity shares	% of shareholding
Max Estates Limited	4,71,22,741	100.00
Mr. Kishansingh Ramsinghaney*	01	0.00
Mr. Rishi Raj*	01	0.00
Mr. Nitin Kumar*	01	0.00
Mr. Rohit Rajput*	01	0.00
Mr. Bishwajit Das*	01	0.00
Mr. Anshul Gaurav*	01	0.00
Total	**4,71,22,747**	**100.00**

**holding share as nominee on behalf of Max Estates Limited*

Financial performance

The audited financial results of Pharmax Corporation Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	754.34	379.90	43.57
Profit / (Loss) after Tax	297.62	54.88	(272.03)
Equity share capital	473.89	555.92	555.92
Other Equity	1138.51	1920.94	1600.60

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Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Net Worth*	1612.40	2476.86	2156.52
Book Value per share of shares of face value INR 10/- each	34.02	44.55	38.79
EPS of shares of face value INR 10/- each	0.58	0.10	(0.49)

** The above net worth has been computed as per section 2(57) of the Companies Act*

8. Max Assets Services Limited

Corporate Information: Max Assets Services Limited was incorporated on August 23, 2016 under the Companies Act, 2013 with the ROC-Chandigarh. The CIN is U74999PB2016PLC045648. The name of the Company has been changed from Max Learning Limited to Max Assets Services Limited on February 13, 2019. The Registered Office is situated at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, S.B.S Nagar, (Nawanshehar) Nawan Shehar 144533, Punjab.

The main Objects of the company are:

1. To provide, run, set up, establish, develop, operate, carry on, procure, maintain all types of· building management , business administration, technology services, services amenities, physical amenities, facility management, maintenance services, housekeeping services, security services, advisory and consultancy services of all kinds to commercial buildings and structures, offices, IT parks, business parks, co-working spaces, residential buildings, co-living spaces, dwelling homes, flats, condominiums, commercial complexes, theatres, auditoriums, cinema halls, office complexes, service apartments, retail spaces, industrial spaces, hotels, motels, boarding houses, lodging homes, senior living homes, food courts, malls, multiplex complexes, hospitals, nursing homes, clinics, stadiums, swimming pools, gymnasiums, salons, sports clubs, sports complexes, ports including airports, sea ports, stations including bus stations, railway stations, metro stations, parking lots, factories, warehouses, establishments and all buildings of whatsoever nature and undertake activities in regard to the same.

2. To deal in, provide, procure, set up, maintain, operate services & facilities of all kinds, enable secure environment within and outside, provide, hire, train, develop, outsource personnel for maintenance services, facility operations, facility management and security services and render managerial services including but not limited to shared services, collection of fees and charges, undertake maintenance activities, running auditoriums, food courts, multiplexes, salon, swimming pools, sports clubs, sports complexes, gymnasium, retail spaces, creche and organise events, shows, seminars, discussions and to deal in purchase, import, export, install, rent, hire and sell equipment for the purpose of maintenance services, facility management, facility operations and upkeep activities and undertake activities in regard to the same.

3. To provide consultancy, advisory and all related services in the field of building maintenance, building design and construction, effective space utilisation and efficiency, process controls, building automation energy efficiency and to set up training centres, provide, conduct training and development programs, undertake research and development activities, organise, conduct and participate in workshops, seminars, exhibitions, events and conferences and the like and develop and train talent in the field of facility management, facility operations and maintenance services.

4. To acquire/ invest in companies having similar objects and carry on in India or abroad, either through itself or through a collaboration, subsidiary company, holding company, joint venture or sub contract, any or all of the activities as mentioned in clause (1), (2) and (3) above and undertake any activity which is ancillary to the accomplishment of the objects as mentioned above.

Nature of Business: The company is engaged in Real Estate activities.

Capital Structure: The following table sets forth details of the capital structure:

Particulars	Aggregate value at face value (in ₹)
Authorised capital	
50,00,000 equity shares of ₹ 10 each	5,00,00,000
Issued, subscribed and paid-up capital	

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20,50,000 equity shares of ₹ 10 each	2,05,00,000

Board of Directors

- Mr. Kishansingh Ramsinghaney
- Mr. V. Krishnan
- Mr. Rishi Raj

Shareholding Pattern as on August 18, 2023

Name	No. of equity shares	% of shareholding
Max Estates Limited	20,49,994	100.00
Mr. Sahil Vachani *	1	0.00
Mr. Rishi Raj*	1	0.00
Mr. Nitin Kumar *	1	0.00
Mr. Amit Jain *	1	0.00
Mr. Navneet Narayan Malhotra *	1	0.00
Mr. Manohar Kumar*	1	0.00
Total	**20,50,000**	**100.00**

**as a nominee of Max Estates Limited*

Financial performance

The audited financial results of Max Assets Services Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	3,794.57	2,488.63	1,325.24
Profit / (Loss) after Tax	94.58	(301.62)	(358.89)
Equity share capital	205.00	205.00	205.00
Other Equity	2,381.58	2,284.80	2,573.34
Net Worth*	2,586.58	2,489.80	2,778.34
Book Value per share of shares of face value INR 10/- each	126.17	121.45	135.53
EPS of shares of face value INR 10/- each	4.61	(14.71)	(17.51)

** The above net worth has been computed as per section 2(57) of the Companies Act*

OUR MANAGEMENT

As per Article 95 of the Articles of Association of our Company, we shall not have less than 3 and more than 15 Directors on our Board of Directors. The following table sets forth certain details regarding the Board of Directors as on the date of the Information Memorandum:

Sr. No.	Name, Designation, Father's Name, DOB, DIN, Address, occupation, Date of appointment, Term	Nationality	Age (Yrs.)	Directorships in other Companies
1.	**Mr. Analjit Singh** **Designation:** Chairman, Non-Executive - Non Independent Director, S/o Late Dr. Bhai Mohan Singh DOB: January 11, 1954 DIN: 00029641 Address: 15, Dr A P J Abdul Kalam Road, Sunehari Bagh Lane, Nirman Bhawan, Central Delhi, New Delhi - 110 011 Occupation: Business Date of appointment: July 31, 2023	Indian	69 years	• Max Financial Services Limited • Max India Limited • Delhi Guest Houses Private Limited • Max Ventures Private Limited • BAS Enterprises Private Limited • Piveta Estates Private Limited • Siva Realty Ventures Private Limited • Max Ventures Investment Holdings Private Limited • Max Life Insurance Company Limited • P V T Ventures Private Limited • SKA Diagnostic Private Limited
2.	**Mr. Dinesh Kumar Mittal** **Designation:** Non-Executive - Independent Director S/o Late Sh. Devendra Kumar Mittal DOB: January 25, 1953 DIN: 00040000 Address: B-71, Sector 44, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 Occupation: Former Indian Administrative Service Officer Date of appointment: July 31, 2023 Term: 5 years	Indian	70 Years	• Balrampur Chini Mills Limited • Max Financial Services Limited • Bharti Airtel Limited • Lohia Corp Limited • Shivalik Small Finance Bank Limited • Niva Bupa Health Insurance Company Limited • Business Strategy Advisory Services Private Limited • Arohan Financial Services Limited • ERGOS Business Solutions Private Limited
3.	**Mr. Niten Malhan** **Designation:** Non-Executive - Independent Director S/o Sh. Kharaitilal Malhan DOB: August 02, 1971 DIN: 00614624 Address: 2705, The Imperial, B.B. Nakashe Marg, Behind RTO Taredo, Tulsiwadi, Mumbai – 400 034 Occupation: Business Date of appointment: July 31, 2023 Term: 5 years	Indian	52 Years	• Lemon Tree Hotels Limited • Max India Limited • Fleur Hotels Private Limited • Antara Purukul Senior Living Limited • Antara Senior Living Limited • Antara Assisted Care Services Limited

Sr. No.	Name, Designation, Father's Name, DOB, DIN, Address, occupation, Date of appointment, Term	Nationality	Age (Yrs.)	Directorships in other Companies
4.	**Mr. Sahil Vachani** **Designation**: Managing Director and CEO S/o Sh. Ravi Vachani DOB: April 30, 1983 DIN: 00761695 Address: S-43, Panchsheel Park, Malviya Nagar, SO South Delhi, New Delhi – 110 017 Occupation: Business Date of appointment: July 31, 2023 Term: 5 years	Indian	40 Years	• Max Financial Services Limited • TVP Investments Private Limited • Max Ventures Private Limited • Piveta Estates Private Limited • Vitasta Estates Private Limited • Trophy Estates Private Limited • Siva Realty Ventures Private Limited • Hometrail Properties Private Limited • Max Ventures Investment Holdings Private Limited • Max Life Insurance Company Limited • Siva Enterprises Private Limited • Wegmans Business Park Private Limited • Max I Limited • Twiggy Ventures Private Limited • SKA Diagnostic Private Limited • ICare Health Projects and Research Private Limited • Max Skill First Limited
5.	**Ms. Gauri Padmanabhan** **Designation**: Non-Executive - Independent Director D/o Sh. Kavalam Madhusudhan Panikkar DOB: October 11, 1952 DIN: 01550668 Address: Flat No. 14B, Tower H, Belgravia Appartment, Central Park – II, Near Subhash Chowk, Sector 48, South City – II, Gurugram, - 122018, Haryana Occupation: Professional Date of appointment: July 31, 2023 Term: 5 years	Indian	70 Years	• Max Financial Services Limited • Max Towers Private Limited
6.	**Mr. KA Luk Stanley Tai** **Designation**: Non-Executive - Non-Independent Director S/o Kwok Kee Tai DOB: December 20, 1961 DIN: 08748152 Address: 100 Riverside BLVD 11G New York NY, USA 100690416 Occupation: Professional Date of appointment: July 31, 2023	Canadian	61 Years	• Jacob Ballas Capital India Private Limited • Acreage Builders Private Limited • Max Square Limited

Brief Profile of Directors

Mr. Analjit Singh, age 69 years, is the Founder & Chairman of The Max Group, a $5-bn Indian multi- business enterprise, with interests in life insurance (Max Life), real estate (Max Estates), senior living (Antara). The Max Group is renowned for its successful joint ventures with some pre-eminent firms including Mitsui Sumitomo & Toppan, Japan; New York Life Insurance Company; Bupa Plc, Life Healthcare, SA; DSM, Netherlands, Hutchison Whampoa; Motorola, Lockheed Martin and others.

Amongst privately held family businesses, Mr. Singh is the founder of Leeu Collection, a group of leisure boutique hotels in Franschhoek, South Africa; The Lake District, UK; and Florence, Italy. The Leeu Collection also includes a significant presence in wine and viticulture through Mullineux Leeu Family Wines in SA.

Mr. Singh was awarded the Padma Bhushan, India's one of the top civilian honour, by the President of India in 2011. An alumnus of The Doon School and Shri Ram College of Commerce, University of Delhi, Mr. Singh holds an MBA from the Graduate School of Management, Boston University. He has been conferred with an honorary doctorate by Amity University.

He also served as a Director on the Board of Sofina NV/SA, Belgium. Till August 2018, he was the non-executive Chairman of Vodafone India.

Mr. Singh was a member of the Founder Executive Board of the Indian School of Business (ISB), India's top ranked B-School and has served as Chairman of the Board of Governors of The Indian Institute of Technology (IIT) Roorkee, and The Doon School.

Mr. Singh has served on the Prime Minister's Indo US CEO and Indo UK CEO Council and served as the Honorary Consul General of the Republic of San Marino in India. His appointment as Honorary Consul General of the Republic of San Marino is reinstated from March 2022.

Mr. Dinesh Kumar Mittal, age 70 years, He holds a Master's degree in physics with specialisation in Electronics from the University of Allahabad, India. He is a former Indian Administrative Service (IAS) officer from the batch of 1977 and has served the Government of India in various capacities, including Secretary, Department of Financial Services, Secretary, Ministry of Corporate Affairs and Additional Secretary, Department of Commerce. He has experience in Infrastructure, International Trade, Urban Development, Renewable Energy, Agriculture Development and Micro-Credit, Corporate Governance, Banking, Insurance, Pension and Finance.

Mr. Niten Malhan, age 52 years, studied Computer Science & Engineering at Indian Institute of Technology, New Delhi, and completed his Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. He is the founder and managing partner of New Mark Advisors LLP, an investment firm focused on bringing a private markets approach to investing in the public markets. Prior to founding New Mark Advisors LLP in April 2018, he was the managing director and co-head of India at Warburg Pincus India Private Limited ("Warburg Pincus"), a global private equity firm. Mr. Malhan joined Warburg Pincus in 2001 and became a partner at the firm in 2007. In 2012, he was appointed the co- head of the India business, co-leading a team of 15 investment professionals and a portfolio of over $3 billion in value. Between 2012 and 2017, he was also a member of the global executive management group of the firm, a group of senior partners who lead different offices and industry groups at Warburg Pincus.

Prior to joining Warburg Pincus, he worked as director of business development at Stratum 8, a Silicon Valley technology start-up company. Before that, he was an engagement manager at McKinsey & Company, and worked in the India, South East Asia and Boston offices of the firm.

Mr. Malhan has served as member of the board of directors of several Warburg Pincus investee companies including Alliance Tire Company, AVTEC, Clean max Solar, DB Corp, Diligent Power Private Limited, Embassy Industrial Parks, Havells India Limited, Laurus Labs, Lemon Tree Hotels, Metropolis Healthcare Limited and Sintex Industries Limited.

Mr. Malhan currently serves as an Independent Director on the boards of Max India Limited, Lemon Tree Hotels, and Fleur Hotels Private Limited. Mr. Malhan has also served as the vice-chairman of the Indian Venture Capital and Private Equity Association and is a Founder and Trustee of Plaksha University.

Mr. Sahil Vachani, age 40 years, is the CEO & Managing Director of Max Estates Limited. Earlier, he was the CEO & Managing Director of Max Ventures and Industries Limited (now has been merged with Max Estates Limited) one of the three listed companies of the USD 5 billion Indian conglomerate – The Max Group. He also serves as a Director on the Boards of Max Financial Services Limited as a representative of the Owner Sponsor Group led by Mr. Analjit Singh.

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Mr. Sahil Vachani joined the Max Group in 2016 with a focus on creating a powerful Real Estate brand – Max Estates Limited and steering Max Ventures and Industries Limited's (MaxVIL) other businesses towards growth. Since assuming his role at MaxVIL, Sahil has successfully completed key transactions which will have an enduring impact on the Company's growth journey over the next few years.

He started his career as an investment banker with Citigroup in London, where he worked on Mergers and Acquisitions across the Middle East and Africa region. In 2004, he joined Dixon Technologies, a consumer appliance manufacturing firm as Business Head and setup new verticals across multiple locations and was involved in the launch of new products, setting up of new manufacturing facilities and establishing relationships with leading brands as customers.

His next career progression was in 2008 as Co-founder and Managing Director of Dixon Appliances Pvt. Ltd., where he was responsible for the business from inception including designing of products, building the team, setting up the manufacturing facility, operations and building relationships with leading brands in India such as Panasonic, Godrej, LG, among others. The Company emerged as the single-largest third party contract manufacturer of Washing Machines for the Indian market. In July 2015, Mr. Vachani sold his shareholding in the company to pursue opportunities in Max Group.

He holds a Bachelor's degree in Management Sciences from the University of Warwick, U.K. backed up by an Executive Management Program on Disruptive Innovation from the Harvard Business School.

Ms. Gauri Padmanabhan, age 70 years, has done Integrated Master's Program from Jawaharlal Nehru University (JNU), is a Leadership Consultant with over three decades of diversified experience in the services sector and is presently an Independent Director and Leadership Advisor for well-known listed and private companies. Till December 2022, Ms. Gauri was as a Global Partner leading the CEO & Board and Consumer Markets Practices, and also overseeing the Education & Life Sciences Practices, for Heidrick & Struggles in India. A long tenured Partner at Heidrick & Struggles, She joined the company in 2000 and over 22 years played a key role in building a significant footprint for the business in India. Working closely at the top with client leadership teams in India and the region, she assisted them solve their strategic talent needs, bringing a deep understanding of the challenges that face organisations today, especially within consumer centric industries. Her clients included large global and Indian corporations, where she partnered with them to build their top leadership teams during start-up / India entry, growth, and business transformation phases.

Throughout her career, CEO succession and Next Generation leadership – with an eye on business and technology trends has been a focus area. Partnering with her clients in driving their digital & diversity agendas has been of special interest and a passion. Ms. Gauri, currently works with a select group of leaders on advisory and coaching projects.

Prior to joining Heidrick & Struggles, Ms. Gauri had a leadership role in a major direct-selling multinational with overall responsibility for customer services & delivery. Her career also includes general management, consulting and teaching stints.

Mr. KA Luk Stanley Tai, age 61 years, holds Bachelor of Commerce (Honors) degree from the University of Manitoba and MBA from the University of Toronto. Mr. Tai has over 36 years of investment and portfolio management experience. He is a Managing Director at the Office of the Chief Investment Officer at New York Life Insurance Company. His responsibilities include the oversight and implementation of select investment programs over various asset classes.

Mr. Tai serves on the boards of several investment advisors and joint venture companies on behalf of New York Life. He was also a former board member of listed companies in Hong Kong/Thailand. He joined New York Life Enterprises in Hong Kong in 1999 as Vice President - Investment, supporting the firm's investment activities in Asia. He was transferred to New York in 2003 to assume the role of NYLE's Chief Investment Officer, where he was responsible for the firm's international investment portfolios, setting country investment policies as well as optimizing performance within ALM and risk tolerance considerations. He moved to his current position in 2012.

Mr. Tai started his career at CIBC Wood Gundy in Toronto - first in corporate real estate project finance and then in investment banking. He was relocated to Hong Kong in 1995 to assume the role of Executive Director at CIBC CEF, a joint venture between CIBC and the Cheung Kong Group, responsible for the origination/structuring of merchant banking and corporate finance transactions.

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Relationship between the Directors

Except as under, none of the Directors are related to each other:

Name of Director	Related to	Nature of relationship
Mr. Analjit Singh	Mr. Sahil Vachani	Father in law
Mr. Sahil Vachani	Mr. Analjit Singh	Son in Law

None of our Directors, have held or are holding directorships in any listed companies whose shares have been or were suspended from being traded on the BSE and / or the NSE or whose shares have been or were delisted from the stock exchange(s). We also confirm that:

- We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Director were selected as Director or member of Senior Management.
- We have not entered into any service contracts with our Managing Director / Whole Time Director which provide for any benefit upon termination of employment.

Remuneration of our Directors

Remuneration of Mr. Sahil Vachani

With the Scheme becoming effective and in accordance with Sections 196 and 197 of the Companies Act, 2013, it was proposed that Mr. Sahil Vachani, Managing Director and CEO of Max Ventures and Industries Limited ("MVIL"), shall become the Managing Director and CEO of Max Estates Limited for the remaining tenure of his office on similar terms and conditions as approved by the shareholders of MVIL in their AGM held on September 27, 2016. Consequently, in the Board Meeting held on July 31, 2023, Mr. Sahil Vachani was appointed as our Managing Director and Chief Executive Officer for the term from August 01, 2023 to July 31, 2028, that exceeds the remaining period and shall be subject to shareholders' approval. Further, the Board in its meeting approved the revision in remuneration up to the ceiling of ₹ 7,00,00,000/- (Rupees Seven Hundred Lakhs Only) per annum, payable to Mr. Sahil Vachani, Managing Director & CEO for the remaining period. The terms and conditions for the appointment of Mr. Sahil Vachani as the Managing Director and Chief Executive Officer of our Company are set forth below:

(i) Fixed Pay including basic pay, Provident Fund, Gratuity, Flexi Pay Components (such as leave travel allowance, car lease rentals, fuel reimbursements, vehicle maintenance, driving services, medical reimbursements etc.) and special/ other allowances with the authority to the Nomination and Remuneration Committee to determine and regulate the remuneration within the aforesaid limit, from time to time; and

(ii) Variable Pay/ Bonus to be in the range of 0-65% of Annual Fixed Pay based on Individual as well as Company's performance and in accordance with the applicable Bonus Grid. The current applicable bonus grid is as follows:
G1-65%, G2-48.75%, G3-32.5%, G4-16.25%
The bonus grid is subject to review each year and can change at the discretion of the Nomination & Remuneration Committee and the Board based on market practices; and

(iii) Long Term Incentive Plan: As determined by the Nomination and Remuneration Committee.

(iv) In addition to the remuneration and perquisites to be paid as aforesaid, and in accordance with the Company policy, Mr. Sahil Vachani shall be entitled to encashment of leave, Company Leased Accommodation and related expenses, housing loan as per company policy, personal accident insurance policy, health insurance (hospitalization) policy, travel insurance, Group Term Life Insurance, two club memberships and any other perquisite as per the policy/rules of the Company in force and/or as may be approved by the Board/Committee, from time to time. The Company shall also provide the facility of mobile phones/other communication instruments, including telephones installed at his residence.

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(v) If in any financial year, during the term of office of Mr. Sahil Vachani as Managing Director and CEO, the Company has in-adequate profits as computed under the applicable provisions of the Act, he shall be entitled to receive the aforementioned remuneration as the minimum remuneration as provided under the Act.

(vi) The Company or Mr. Sahil Vachani shall be entitled at any time to terminate this appointment by giving three months written notice or payment of fixed pay in lieu thereof.

Remuneration of Mr. Analjit Singh as Chairman of the Board

In the Board Meeting held on July 31, 2023, Mr. Analjit Singh, Chairperson of Max Ventures and Industries Limited, was appointed as Chairperson of our Company and was proposed to pay a remuneration of INR of Rs. 25,00,000/- per month, i.e., INR 2,00,00,000/- (Rupees Two Crore Only) for the period from August 1, 2023, to March 31, 2024.

Further, as per the provision of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this compensation is in excess of fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said period, necessitating approval of shareholders by way of special resolution.

Remuneration to other Non-Executive Directors

The non-executive independent Directors are paid remuneration by way of sitting fees and other expenses (travelling, boarding and lodging incurred for attending the Board of Directors/committee meetings).

Our Company shall pay a sitting fees of INR 1,00,000 per meeting to the non-executive Directors for attending meetings of the Board and committee meetings.

Borrowing Powers of the Board

Pursuant to Clause 13 of the Scheme, the limits under section 180(1)(c) of the Companies Act, 2013 approved by Max Ventures and Industries Limited (MVIL), shall be added to the limits approved under section 180(1)(c) of the Companies Act, 2013 by Max Estates Limited (MEL), with effect from the Appointed Date without any further act or deed. The Company in its Board Meeting held on July 31, 2023, approved limits under section 180(1)(c) of Companies Act, 2013. With effect of the resolution passed, INR 300 Crore (Rupees Three Hundred Crore only) was added to the existing limits approved under section 180(1)(c) of Companies Act, 2013 amounting to INR 800 Crore (Rupees Eight Hundred Crore only), as a result of which the enhanced borrowing limits of the Company shall be INR 1,100 Crore (Rupees Eleven Hundred Crore only) under section 180(1)(c) of Companies Act, 2013.

Corporate Governance

Applicable provision of the Companies Act with respect to corporate governance and the provisions of the SEBI LODR Regulations, as amended from time to time, will be applicable to our Company upon the listing of the Equity Shares with the Stock Exchanges in India.

Our Company is in compliance with the corporate governance code in accordance with Companies Act and SEBI LODR Regulations, as amended from time to time, particularly those relating to composition of Board of Directors and constitution of committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law. Our Board has been constituted in compliance with the Companies Act and the SEBI LODR Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Composition of Board of Directors

Sr. No.	Name of Director	Designation
1.	Mr. Analjit Singh	Chairman, Non-Executive Additional Director, Promoter
2.	Mr. Dinesh Kumar Mittal	Additional (Independent) Director
3.	Ms. Gauri Padmanabhan	Additional (Independent) Director

Max Estates Limited

4.	Mr. Niten Malhan	Additional (Independent) Director
5.	Mr. Ka Luk Stanley Tai	Non-Executive Additional Director
6.	Mr. Sahil Vachani	Managing Director & CEO (Additional Director)

1. Audit Committee

The Audit Committee was constituted by our Board in their meeting held on July 31, 2023 in accordance with the requirements of Section 177 of the Companies Act and Regulation 18 of the SEBI LODR Regulations. The Audit Committee presently comprises of:

Sr. No.	Name of Member	Designation (Chairman / Member)
1.	Mr. Dinesh Kumar Mittal	Chairman
2.	Mr. Niten Malhan	Member
3.	Mr. Sahil Vachani	Member

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the AGM of our Company to answer shareholder queries.

The quorum necessary for the transaction of business shall be two members of one-thirds members of the Audit Committee, whichever is greater, with at least two Independent Directors. A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Audit Committee. The Audit Committee shall meet at least four times in a year and not more than 120 days should lapse between two meetings.

Scope and Terms of Reference:

The Audit Committee shall have powers, including the following:

1) recommendation for appointment, remuneration and terms of appointment of auditors of the company;

2) review and monitor the auditor's independence and performance, and effectiveness of audit process;

3) examination of the financial statement and the auditors' report thereon;

4) approval or any subsequent modification of transactions of the company with related parties;

5) scrutiny of inter-corporate loans and investments;

6) valuation of undertakings or assets of the company, wherever it is necessary;

7) evaluation of internal financial controls and risk management systems;

8) monitoring the end use of funds raised through public offers and related matters;

9) oversight of the financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

10) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

11) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

    b) changes, if any, in accounting policies and practices and reasons for the same;

    c) major accounting entries involving estimates based on the exercise of judgment by management;

d) significant adjustments made in the financial statements arising out of audit findings;

e) compliance with listing and other legal requirements relating to financial statements;

f) disclosure of any related party transactions;

g) modified opinion(s) in the draft audit report.

12) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

13) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

14) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

15) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

16) discussion with internal auditors of any significant findings and follow up there on;

17) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

18) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

19) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

20) to review the functioning of the whistle blower mechanism;

21) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

22) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

23) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

24) oversee the vigil mechanism of the Company; and

25) act as the Prohibition of Insider Trading Committee of the Company.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board in their meeting held on July 31, 2023 in accordance with the requirements of Section 178 of the Companies Act and Regulation 19 of the SEBI LODR Regulations. The Nomination and Remuneration Committee presently comprises of:

Sr. No.	Name of Member	Designation (Chairperson / Member)
1.	Ms. Gauri Padmanabhan	Chairperson

2.	Mr. Dinesh Kumar Mittal	Member
3.	Mr. Analjit Singh	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee.

The quorum necessary for the transaction of business shall be either two members or one-third of the members of the Nomination and Remuneration Committee, whichever is greater, including at least one independent director in attendance. A duly convened meeting of the Nomination and Remuneration Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall meet at least once in a year.

Scope and terms of reference:

The role of the Nomination and Remuneration Committee shall *inter alia* include the following:

1) identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

2) specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

3) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;

4) formulation of criteria for evaluation of performance of independent directors and the board of directors;

5) devising a policy on diversity of board of directors;

6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and

7) recommend to the board, all remuneration, in whatever form, payable to senior management.

3. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by our Board in their meeting held on July 31, 2023 in accordance with the requirements of Section 178 of the Companies Act and Regulation 20 of the SEBI LODR Regulations. The Stakeholders' Relationship Committee presently comprises of:

Sr. No.	Name of Member	Designation (Chairman / Member)
1.	Mr. Dinesh Kumar Mittal	Chairman
2.	Ms. Gauri Padmanabhan	Member
3.	Mr. Sahil Vachani	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders' Relationship Committee. The Chairman of the Stakeholders' Relationship Committee shall attend the AGM of our Company to answer queries of security holders. The Stakeholders' Relationship Committee shall meet at least once in a year.

Scope and terms of reference:

The role of the Stakeholders' Relationship Committee shall *inter alia* include the following:

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1) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

2) review of measures taken for effective exercise of voting rights by shareholders;

3) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and

4) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Risk Management and Sustainability Committee

The Risk Management and Sustainability Committee was constituted by our Board in their meeting held on July 31, 2023 in accordance with the requirements of Regulation 21 of the SEBI LODR Regulations. The Risk Management and Sustainability Committee presently comprises of:

Sr. No.	Name of Member	Designation (Chairman / Member)
1.	Mr. Niten Malhan Chairman	Chairman
2.	Ms. Gauri Padmanabhan	Member
3.	Mr. Sahil Vachani	Member
4.	Mr. Nitin Kumar	Member
5.	Mr. Rishi Raj	Member

The Company Secretary of our Company shall act as a Secretary to the Risk Management and Sustainability Committee. The Risk Management and Sustainability Committee shall meet at least twice in a year and not more than 180 days should lapse between any two consecutive meetings.

The role of Risk Management and Sustainability Committee shall *inter alia* include the following:

1) managing and monitoring the implementation of risk mitigation plans and review progress and effectiveness of these plans;

2) setting up internal processes and systems to control the implementation of action plans;

3) providing guidance to the management and employees to identify and manage risks;

4) periodical review and updation of the identified business risks in view of the evolving business requirements;

5) reporting to the Board on the status of material business risks; and

6) ensuring compliance with regulatory requirements and best practices with respect to risk management.

Interests of Directors

1. Directors of our Company may be deemed to be interested only to the extent of any remuneration payable to them as per the terms of their appointment or the fees, if any, payable to them for attending meetings of the Board or committees thereof as well as to the extent of reimbursement of expenses payable to them.

2. Further, the Directors are interested to the extent of equity shares that they are holding and are allotted to them pursuant to the Scheme, and also to the extent of any dividend payable to them and other distributions in respect of the equity shares.

3. Except as stated otherwise in this Information Memorandum, our Company has not entered into any contract, agreement or arrangement since incorporation to the date of this Information Memorandum in which the Directors are directly or indirectly interested.

Shareholding of our Directors

The shareholding of the Directors in our Company is as under:

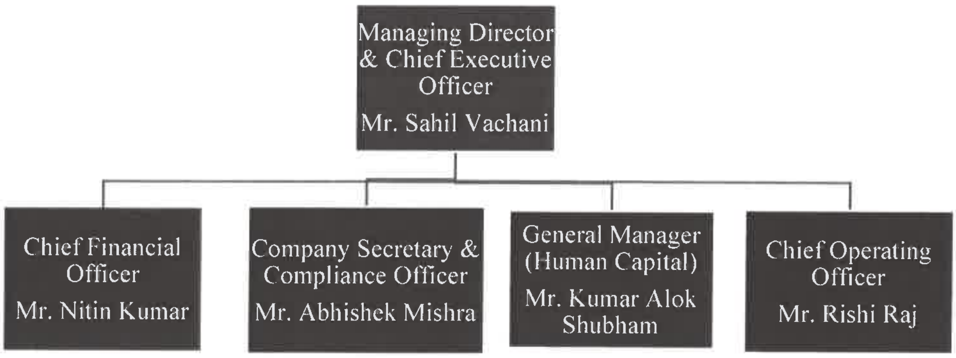
Sr. No.	Name of the Shareholders	No. of Equity Shares	% of holding
1.	Mr. Analjit Singh	41,41,481	2.81
2.	Mr. Dinesh Kumar Mittal	5,865	0.00

Changes in the Board of Directors in the last 3 years

Except the following, there has been no change in the Board of Directors of our Company during the last three years:

Name of Director	Date of appointment	Date of cessation	Reason for change
Mr. Kishansingh Ramsinghaney	March 5, 2019	July 31, 2023	Resignation
Mr. Rishi Raj	October 11, 2019	July 31, 2023	Resignation
Mr. Bishwajit Das	November 20, 2018	July 31, 2023	Resignation
Mr. Analjit Singh	July 31, 2023	-	Appointment
Mr. Dinesh Kumar Mittal	July 31, 2023	-	Appointment
Mr. Niten Malhan	July 31, 2023	-	Appointment
Ms. Gauri Padmanabhan	July 31, 2023	-	Appointment
Mr. Ka Luk Stanley Tai	July 31, 2023	-	Appointment
Mr. Sahil Vachani	July 31, 2023	-	Appointment

Management Organization Chart



Key Managerial Personnel and Senior Management

Apart from the Managing Director and Whole time Director, following are the KMP and Senior Management of our Company:

Name	Designation	Age (years)	Qualification	Experience (years)	Date of Joining	Previous Employment
Mr. Nitin Kumar	Chief Financial Officer	47	FCA	22	February 08, 2019	Max Ventures and Industries Limited
Mr. Abhishek Mishra	Company Secretary	38	FCS	13	June 28, 2023	Max Ventures and Industries Limited

Relationship among KMPs and Senior Management and Directors

Except as under, none of the KPMs are related to Directors or each other:

Name of Director	Related to	Nature of relationship
Mr. Analjit Singh	Mr. Sahil Vachani	Father in Law
Mr. Sahil Vachani	Mr. Analjit Singh	Son in Law

Compensation paid and benefits granted during last financial year since their appointment as KMP

The Company being the wholly owned subsidiary of MVIL, Mr. Nitin Kumar, Chief Financial Officer (CFO) and Mr. Abhishek Mishra, Company Secretary (CS) of MVIL, were also appointed as CFO and CS of the Company w.e.f. February 8, 2019 and June 28, 2023 respectively. However, they withdrew salary from MVIL till July 31, 2023. Hence, no remuneration was paid to any of the KMP during FY 2023 from the Company.

Portion of the compensation or otherwise was paid pursuant to a bonus or profit-sharing plan for the previous financial year: Nil

Shareholding of our KMPs

The shareholding of the KMPs in our Company is as under:

Sr. No.	Name and Designation of KMP	Number of Shares	Percentage of Shareholding (%)
1.	Mr. Sahil Vachani	-	-
2.	Mr. Nitin Kumar	88,796	0.06
3.	Mr. Abhishek Mishra	-	-

Changes in the KMPs in the last 3 years

Except the following, there has been no change in the KMPs of our Company during the last three years:

Name of KMP and Designation	Date of appointment	Date of cessation	Reason for change
Mr. Saket Gupta	11-10-2019	31-01-2022	Resignation
Mr. Ankit Jain	03-06-2022	11-01-2023	Resignation
Mr. Abhishek Mishra	28-06-2023	-	Appointment

OUR PROMOTER AND PROMOTER GROUP

The Promoters of our Company are:

1. 

Name of the Promoter	:	Mr. Analjit Singh
Date of Birth	:	January 11, 1954
Age	:	69 Years
Personal Address	:	15, Dr. A P J Abdul Kalam Road, Sunehari Bagh Lane, Nirman Bhawan, Central Delhi, New Delhi - 110 011
Educational Qualifications	:	B. Com from Delhi University MBA from Boston University USA Awarded with the Degree of Honorary Doctorate by Amity University
Experience and Positions /posts held in the past, special achievements and other ventures	:	**Mr. Analjit Singh,** age 69 years, is the Founder & Chairman of The Max Group. An alumnus of The Doon School and Shri Ram College of Commerce, University of Delhi. Mr. Analjit Singh holds an MBA from Graduate School of Management, Boston University. He has been conferred with an honorary doctorate by Amity University. He was awarded the Padma Bhushan, India's top civilian honour, by the President of India in 2011. Professionally, he is the non-executive Chairman of multiple Max Group companies – Max Financial Services, Max India, Max Life and Antara Senior Living. He is also a Director on the Board of Sofina NV/SA, Belgium. Till October 2018, he was the non-executive Chairman of Vodafone India.
Other Directorships held	:	• Max Financial Services Limited • Max India Limited • Delhi Guest Houses Private Limited • Max Ventures Private Limited • BAS Enterprises Private Limited • Piveta Estates Private Limited • Siva Realty Ventures Private Limited • Max Ventures Investment Holdings Private Limited • Max Life Insurance Company Limited • P V T Ventures Private Limited • SKA Diagnostic Private Limited
PAN	:	ABLPS7514D

2. 

Name of the Promoter	:	**Ms. Neelu Analjit Singh**
Date of Birth	:	January 04, 1957
Age	:	66
Personal Address	:	15, Dr. A.P.J. Abdul Kalam Road, New Delhi - 110 011
Educational Qualifications	:	Bachelor's degree in political science from Delhi University
Experience and Positions /posts held in the past, special achievements and other ventures	:	She has over 23 years of experience in Corporate Management. Previously, she served as a director at New Delhi House Services Limited. Currently, she holds directorship roles in several Indian companies, including Delhi Guest Houses Private Limited.
Other Directorships held	:	• Delhi Guest House Private Limited • BAS Enterprises Private Limited • P V T Ventures Private Limited
PAN	:	AATPS0682D

3. 

Name of the Promoter	:	**Ms. Piya Singh**
Date of Birth	:	July 25, 1982
Age	:	41
Personal Address	:	15, Dr. A.P.J. Abdul Kalam Road , New Delhi - 110 011
Educational Qualifications	:	Holds a diploma in childcare education from Royal Mosanic School for girls, Rickmansworth, United Kingdom.
Experience and Positions /posts held in the past, special achievements and other ventures	:	She has more than 20 years of professional experience and currently serves as a director in various Indian companies, including Max Ventures Holding Private Limited. She started her career in 2003 at Max Medcentre Panchsheel Park and joined Max Super Speciality Hospital, Saket in 2005. Over the years, she has been affiliated with multiple departments, such as Pediatrics, Orthopedics, Cardiology, Cath Recovery, CTVS ICU, Neurology, NSICU—Neuro Stroke ICU, Accident and Emergency, Obstetrics, Gynecology, and OT/Surgical ICU.
Other Directorships held	:	• ABK Consultants Private Limited • Devavani Lifestyle Private Limited • Harmonious Hospitality Private Limited • Hometrail Properties Private Limited • iCare Health Projects and Research Private Limited • Malsi Hotels Limited • Max Ventures Investment Holdings Private Limited • New Delhi House Services Private Limited • Nurture Health Services Private Limited • Solace Hotels and Hospitality Services Private Limited • TVP Investments Private Limited • Wegmans Business Park Private Limited
PAN	:	APDPS6582D

4. 

Name of the Promoter	:	**Mr. Veer Singh**
Date of Birth	:	August 26, 1983
Age	:	40
Personal Address	:	63, A 2nd Floor, Block I, Lajpat Nagar 1, New Delhi 110 024
Educational Qualifications	:	Bachelor of Science degree at Imperial College of Science, Technology and Medicine, University of London
Experience and Positions /posts held in the past, special achievements and other ventures	:	He has an experience of over 12 years in the hospitality business and corporate management. He is a director of Vana Enterprises Limited and founder of Vana Retreats. He has been instrumental in establishing Vana Malsi Estate which opened in 2014.
Other Directorships held	:	• Vana Ventures Limited • Vana Enterprises Limited • Vana Resorts & Hotels Private Limited • Vana Therapiya Private Limited • Vana Retreats Private Limited • Vanaveda Lifestyle Private Limited • H.D. Seeds Farm Private Limited • Vanavastr Private Limited • Vana Foundation • Vana Lifestyle Private Limited • Anchor Management Services Private Limited • Capricorn Hospitality Services Private Limited • Shakyasimha Foundation • Shakyasimha Ventures Private Limited
PAN	:	ASHPS7471E

5. 

Name of the Promoter	:	**Ms. Tara Singh Vachani**
Date of Birth	:	January 04, 1987
Age	:	36
Personal Address	:	15, Dr. A.P.J. Abdul Kalam Road, New Delhi - 110 011
Educational Qualifications	:	She majored in politics and South Asian studies at National University of Singapore followed by courses in strategy management at the London School of Economics and hospitality business strategy and management at Ecole hotelier de Lausanne, Switzerland

Max Estates Limited

Experience and Positions /posts held in the past, special achievements and other ventures	:	She has an experience of over ten years in the field of corporate management and senior living. She is the managing director and chief executive officer of Antara Senior Living Limited since April 2011. She has previously held directorship at iCare Health Projects and Research Private Limited. She has previously worked with the corporate development team at Max Financial Services Limited, prior to its demeger. She is actively involved in philanthropy through her association with the Max India Foundation, the corporate social responsibility arm of the Max group.
Other Directorships held	:	• Max India Limited • Siva Realty Ventures Private Limited • Seven Heaven Buildmart Private Limited • Antara Purukul Senior Living Limited • Antara Senior Living Limited • Antara Assisted Care Services Limited • Max Ventures Investment Holdings Private Limited • Siva Enterprises Private Limited • Rama Krishna Cold-Chem Limited • Max Learning Ventures Private Limited • Indian School of Business • Twiggy Ventures Private Limited • SKA Diagnostic Private Limited
PAN	:	BBCPS3362P

6/. 

Name of the Promoter	:	Mr. Sahil Vachani
Date of Birth	:	April 30, 1983
Age	:	40
Personal Address	:	S – 43, Panchsheel Park, Malviya Nagar, S.O South Delhi New Delhi – 110017
Educational Qualifications	:	Bachelor's degree in Management Sciences from the University of Warwick, U.K. and an Executive Management Program on Disruptive Innovation from the Harvard Business School.
Experience and Positions /posts held in the past, special achievements and other ventures	:	**Mr. Sahil Vachani,** age 40 years, holds a bachelor's degree in Management Sciences from the University of Warwick, U.K. and an Executive Management Program on Disruptive Innovation from the Harvard Business School. He is the CEO & Managing Director of Max Estates Limited. He also serves as a Director on the Boards of Max Financial Services Limited and its subsidiary Max Life Insurance as a representative of the Owner Sponsor Group led by Mr. Analjit Singh. In 2021, he was also named as one of Business World's Disrupt 40 Under 40 leaders. He joined the Max Group in 2016 with a focus on creating a powerful Real Estate brand – Max Estates Limited and steering Max VIL's other businesses towards growth. He started his career as an investment banker with Citigroup in London, where he worked on Mergers and

Max Estates Limited

		Acquisitions across the Middle East and Africa region. In 2004, he joined Dixon Technologies, a consumer appliance manufacturing firm as Business Head and set up new verticals across multiple locations. He was also involved in the launch of new products, setting up of new manufacturing facilities and establishing relationships with leading brands as customers. He then progressed as the Co-founder and Managing Director of Dixon Appliances Private Limited, where he was responsible for the business from inception including designing of products, building the team, setting up the manufacturing facility, operations and building relationships with leading brands in India such as Panasonic, Godrej, LG, among others.
Other Directorships held	:	• Max Financial Services Limited • TVP Investments Private Limited • Max Ventures Private Limited • Piveta Estates Private Limited • Vitasta Estates Private Limited • Trophy Estates Private Limited • Siva Realty Ventures Private Limited • Hometrail Properties Private Limited • Max Ventures Investment Holdings Private Limited • Max Life Insurance Company Limited • Siva Enterprises Private Limited • Wegmans Business Park Private Limited • Max I Limited • Twiggy Ventures Private Limited • SKA Diagnostic Private Limited • ICare Health Projects and Research Private Limited • Max Skill First Limited
PAN	:	ADJPV6597K

7. Max Ventures Investment Holdings Private Limited

Max Ventures Investment Holdings Private Limited was incorporated on February 26, 1988 as 'Dynavest India Private Limited', under the Companies Act, 1956. Subsequently, the name of the company was changed from 'Dynavest India Private Limited' to 'Max Ventures Investment Holdings Private Limited' on May 1, 2015. The equity shares of Max Ventures Investment Holdings Private Limited are not listed on any stock exchange. The registered office of Max Ventures Investment Holdings Private Limited is situated at Max House, 1, Dr. Jha Marg, Okhla, New Delhi 110 020. Max Ventures Investment Holdings Private Limited is engaged in investment and finance related business. The current paid-up equity capital of Max Ventures Investment Holdings Private Limited is ₹ 7,15,120/- (Rupees Seven Lakhs Fifteen Thousand One Hundred Twenty Only) comprising 71,512 equity shares of ₹ 10/- (Rupees Ten Only) each.

As on the date of this Information Memorandum, Max Ventures Investment Holdings Private Limited holds 3,46,69,346 Equity Shares aggregating to 23.56% of the pre-Issue Equity Share capital of our Company. For details of the build–up of our Promoter's shareholding in our Company, please see section titled "*Capital Structure*" on page 46.

Promoters

The promoters of Max Ventures Investment Holdings Private Limited are:

1. Mr. Analjit Singh
2. Ms Neelu Analjit Singh
3. Ms. Piya Singh
4. Mr. Veer Singh
5. Ms. Tara Singh Vachani

There has been no change in the control or management of Max Ventures Investment Holdings Private Limited in the preceding three years prior to the filing of this Information Memorandum.

Shareholding Pattern

The shareholding pattern of Max Ventures Investment Holdings Private Limited is set out below:

S.No.	Name of the Equity shareholder	No. of equity shares held (face value of ₹ 10 each)	% to total holding
1	Mr. Analjit Singh	53,601	74.95
2	Ms. Neelu Analjit Singh	17,272	24.15
3	Ms. Piya Singh	213	0.30
4	Mr. Veer Singh	213	0.30
5	Ms. Tara Singh Vachani	213	0.30
	Total	**71,512**	**100.00**

Board of directors

As on the date of this Information Memorandum, the board of directors of Max Ventures Investment Holdings Private Limited comprises of the following:

1. Mr. Analjit Singh
2. Ms. Piya Singh
3. Mr. Sahil Vachani
4. Mr. Ashok Kacker
5. Ms. Tara Singh Vachani
6. Mr. Arvind Aggarwal
7. Mr. Bishwajit Das

Financial performance (Standalone)

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Total Income	79,338.46	77,634.59	1,33,187.37
Profit after tax	76,215.75	1,528.94	95,490.45
Equity Share Capital	7.15	7.15	7.15
Other Equity	5,85,673.25	6,21,410.68	7,12,958.00
Net Worth	5,45,073.46	5,73,321.44	6,64,868.76
Earning per share (basic)	1.07	0.02	1.34
Earning per share (diluted)	1.07	0.02	1.34
Net asset value per share	7,62,212.57	8,01,713.61	9,29,730.33

Financial performance (Consolidated)

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Total Income	80,142.26	78,349.80	1,33,857.83
Profit after tax	76,326.28	10,104.42	93,395.28
Equity Share Capital	7.15	7.15	7.15
Other Equity	6,17,413.56	6,51,291.99	7,34,852.35
Net Worth	5,31,136.53	5,57,525.52	6,52,691.32
Earning per share (basic)	1.07	0.14	1.31
Earning per share (diluted)	1.07	0.14	1.31
Net asset value per share	7,42,723.64	7,79,625.12	9,12,701.81

There are no significant notes of the auditors in relation to the aforementioned financial statements.

8. **Siva Enterprises Private Limited**

Siva Enterprises Private Limited was incorporated on January 5, 2016, under the Companies Act, 2013. The registered office of Siva Enterprises Private Limited is situated at Max House, 1, Dr. Jha Marg, Okhla, New Delhi – 110 020. Siva Enterprises Private Limited is engaged inter-alia of making investments and providing loans/securities to the group companies. The current paid-up equity capital of Siva Enterprises Private Limited is ₹ 30,01,00,000/- (Rupees Thirty Crore One Lakhs Only) comprising 3,00,10,000 equity shares of ₹ 10 (Rupees Ten Only) each. The equity shares of Siva Enterprises Private Limited are not listed on any stock exchange.

As on the date of this Information Memorandum, Siva Enterprises Private Limited holds 3,38,14,573 Equity Shares aggregating to 22.98% Equity Share capital of our Company. For details of the build–up of our Promoter's shareholding in our Company, please see section titled "Capital Structure" on page 46.

Promoters

The promoters of Siva Enterprises Private Limited are:

Mr. Sahil Vachani
Ms. Tara Singh Vachani

There has been no change in the control or management of Siva Enterprises Private Limited since three years from the date of the Information Memorandum.

Shareholding pattern

The shareholding pattern of Siva Enterprises Private Limited is set out below:

S.No.	Name of the Equity shareholder	No. of equity shares held (face value of ₹ 10 each)	% to total holding
1	Mr. Sahil Vachani	1,50,05,000	50.00
2	Ms. Tara Singh Vachani	1,50,05,000	50.00
	Total	**3,00,10,000**	**100.00**

Board of directors

As on the date of this Information Memorandum, the board of directors of Siva Enterprises Private Limited comprises of the following:

1. Mr. Sahil Vachani
2. Ms. Tara Singh Vachani

Financial performance (Standalone)

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Total Income	3.30	4.08	1.70
Profit after tax	505.97	(636.81)	(669.09)
Equity Share Capital	3,001.00	3,001.00	501.00
Other Equity	(3,282.15)	(2,776.18)	(2,139.37)
Net Worth	(281.15)	224.82	(1,638.37)
Earning per share (basic)	(1.69)	(2.12)	(13.36)
Earning per share (diluted)	(1.69)	(2.12)	(13.36)
Net asset value per share	0.94	0.74	(32.70)

Financial performance (Consolidated)

(Rs. in Lakhs)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21

Max Estates Limited

Total Income	409.75	100.60	43.73
Profit after tax	(784.12)	(786.15)	(789.46)
Equity Share Capital	3,001.00	3,001.00	501.00
Other Equity	(3,868.75)	(3,084.62)	(2,298.47)
Net Worth	(867.75)	(83.62)	(1,797.47)
Earning per share (basic)	(2.61)	(2.62)	(15.76)
Earning per share (diluted)	(2.61)	(2.62)	(15.76)
Net asset value per share	(2.89)	(0.27)	(35.88)

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Other confirmation

Our Promoters have not been declared as willful defaulters by the RBI or any other Governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.

Our Promoters and Promoter Group entities have not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter are not and have never been a promoter, director or person in control of any other company which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Company confirms that the permanent account number, bank account number(s), passport number, Aadhar card number and driving licence number, Company registration number, address of Registrar of companies, as applicable, of each of our Promoters were submitted to the Stock Exchanges at the time of filing of the Information Memorandum.

Interest of Promoters

Our Promoters shall be deemed as interested to the extent of Equity Shares held by them or by the companies / firms / ventures promoted by them, if any and dividend or other distributions payable to them in respect of the said Equity \Shares. Except as stated above and in the section titled "Financial Statements" on page 146 of the Information Memorandum, and to the extent of shareholding in our Company, our Promoter does not have any other interest in our business.

Related party transactions

For details of related party transactions refer to "Financial Statements" on page 146 of the Information Memorandum.

Promoter Group

None of the Promoter Group Companies have made any public issue in the preceding three years. None of the Promoter Group Company has become a sick company nor is not under winding up or liquidation. For details on material litigations and disputes pending against the Promoter Group Entities please refer to the section titled "Outstanding Litigations and Material Developments" on page 148 of the Information Memorandum.

Our Promoter Group as defined under Regulations 2(1)(pp)(ii) & (iv) of the SEBI ICDR Regulations includes the following individuals, HUFs, LLPs and body corporates:

i. **Natural person forming part of promoter group:**

Name	No. of Equity Shares held	%age of holding
Mr. Ravi Vachani	73,477	0.05
Ms. Veda Vachani	-	0.00
Ms. Avya Vachani	-	0.00

Max Estates Limited

Ms. Tina Vachani	-	0.00

ii. HUFs, LLPs and Body Corporates, being in relationship with our Promoters in terms of regulation 2(1)(pp)(iv) of SEBI ICDR Regulations:

Name	No. of Equity Shares held	%age of holding
Analjit Singh HUF	-	0.00
ABK Consultants Private Limited	-	0.00
Anchor Management Services Private Limited	-	0.00
Capricorn Health Services Private Limited	-	0.00
Capricorn Hospitality Services Private Limited	-	0.00
Devavani Lifestyle Private Limited	-	0.00
Drugyel Estates Private Limited	-	0.00
Gaylord Impex Limited	-	0.00
H.D. Seeds Private Limited	-	0.00
Harmonious Hospitality Private Limited	-	0.00
Hometrail Properties Private Limited	-	0.00
iCare Health Projects and Research Private Limited	-	0.00
Leo Retailing and Health Services Private Limited	-	0.00
LGO PTE. Limited	-	0.00
Malsi Hotels Limited	-	0.00
Max India Limited	-	0.00
Max Learning Ventures Private Limited	-	0.00
Max Ventures Private Limited	-	0.00
New Delhi House Services Limited	-	0.00
Nurture Health Services Private Limited	-	0.00
P V T Ventures Private Limited	-	0.00
Piveta Estates Private Limited	-	0.00
Rama Krishna Cold-Chem Limited	-	0.00
Riga Foods LLP	-	0.00
Seven Heaven Buildmart Private Limited	-	0.00
Shakyasimha Foundation	-	0.00
Shakyasimha Ventures Private Limited	-	0.00
Siva Reality Ventures Private Limited	-	0.00
SKA Diagnostic Private Limited	-	0.00
Solace Hotels and Hospitality Services Private Limited	-	0.00
Terra Planet Estate Private Limited	-	0.00
Topline Electonics Private Limited	-	0.00
TR Asset Ventures Private Limited	-	0.00
Trophy Estates Private Limited	-	0.00
Trophy Resorts and Guest Houses Private Limited	-	0.00
TVP Investments Private Limited	-	0.00
Twiggy Ventures Private Limited	-	0.00
Vana Enterprises Limited	-	0.00
Vana Foundation	-	0.00
Vana Lifestyle Private Limited	-	0.00
Vana Resorts & Hotels Private Limited	-	0.00
Vana Retreats Private Limited	-	0.00
Vana Therapiya Private Limited	-	0.00
Vana Ventures Limited	-	0.00
Vanavastr Private Limited	-	0.00
Vanaveda Lifestyle Private Limited	-	0.00
Vitasta Estates Private Limited	-	0.00

Wegmans Business Park Private Limited	-	0.00
Sants Holding Limited, UAE	-	0.00
Lakeview Enterprises	-	0.00

GROUP COMPANIES

Given below is the list of entities which are Group Companies of our Company as per Regulation 2(1)(t) of the SEBI ICDR Regulations. None of the Group Companies have made any public issue in the preceding three years. None of the Group Company has become a sick company and is not under winding up or liquidation. For details on litigations and disputes pending against the Group Companies, please refer to the section titled "Outstanding Litigations and Material Developments" on page 148 of the Information Memorandum.

Definition: "group companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer.

As on date of this Information Memorandum set out below are the Group Companies of our Company within the meaning of Group Companies under the SEBI ICDR Regulations:

S.No.	Group Company
1.	Max Financial Services Limited
2.	Max India Limited
3.	Max Life Insurance Company Limited
4.	Antara Purukul Senior Living Limited
5.	Antara Senior Living Limited
6.	Piveta Estates Private Limited
7.	Siva Realty Ventures Private Limited
8.	Trophy Estates Private Limited
9.	Delhi Guest House Private Limited
10.	SKA Diagnostics Private Limited
11.	Vanavastra Private Limited
12.	Max Learning Ventures Limited
13.	Max Ateev Limited
14.	Max Skill First Limited
15.	Antara Assisted Care Services Limited
16.	Topline Electronics Private Limited

Details of the top five group companies based on the total revenue as on March 31, 2023 of respective group companies:

The top five group companies are as follows:

1. Max Financial Services Limited
2. Max India Limited
3. Max Life Insurance Company Limited
4. Antara Purukul Senior Living Limited
5. Antara Senior Living Limited

1. Max Financial Services Limited ("MFSL")

Corporate Information: Max Financial Services Limited was incorporated on February 24, 1988 under the Companies Act, 1956 with the ROC, Chandigarh. The CIN is L24223PB1988PLC008031. The Registered Office is situated at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, Dist. Nawan Shehar, Punjab 144533. Presently, the equity shares are listed on both BSE and NSE.

Nature of Business: MFSL is engaged, inter alia, in the business of holding investments in its subsidiary company viz. Max Life Insurance Company Limited and providing management advisory services to group companies

Max Estates Limited

Capital Structure as on March 31, 2023:

Particulars	No. of Shares	Amount (Rs in Lakhs)
Authorised Share Capital	3,50,000,000	7,000.00
Issued Subscribed and paid-up share capital	34,51,14,771	6,902.29

Board of Directors

- Mr. Analjit Singh
- Mr. Aman Mehta
- Mr. Dinesh Kumar Mittal
- Mr. Sahil Vachani
- Mr. Jai Arya
- Sir Richarad Stagg
- Mr. Hideaki Nomura
- Mr. Mitsuru Yasuda
- Mr. K. Narasimha Murthy
- Ms. Gauri Padmanabhan

Shareholding Pattern as on June 30, 2023

Category	Category of shareholders	No. of shareholders	No. of fully paid-up Equity Shares held	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialized form
						No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	5	3,50,16,256	3,50,16,256	10.15	-	-	3,26,74,511	93.31	3,50,16,256
(B)	Public	67,703	31,00,98,515	31,00,98,515	89.85	-	-		-	30,95,05,895
(C)	Non promoter non-public	-	-	-	0.00	-	-		-	-
(C1)	Shares underlying DRs	-	-	-	0.00	-	-		-	-
(C2)	Shares held by Employee trust	-	-	-	0.00	-	-		-	-
	Total	67,708	34,51,14,771	34,51,14,771	100.00	-	-	3,26,74,511	9.46	34,45,22,151

Share Price details

BSE

The high and low closing prices and associated volumes of securities traded during last three years are as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)
2020	703.00	28-12-2020	93,357	279.75	24-03-2020	75,191	559.19
2021	1,147.90	29-07-2021	48,392	659.20	01-02-2021	1,33,236	931.96
2022	1081.00	11-01-2022	18,976	627.80	23-11-2022	44,818	781.50

The high and low closing prices and associated volume of securities traded during the last six months is as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)
September 2023	967.90	12-09-2023	23,935	900.00	28-09-2023	10,209	934.96
August 2023	945.00	30-08-2023	17,427	754.00	04-08-2023	6,958	872.72
July 2023	839.20	13-07-2023	23,403	790.50	04-07-2023	16,710	813.80
June 2023	824.30	30-06-2023	71,196	660.05	16-06-2023	23,862	751.28
May 2023	710.40	31-05-2023	20,850	630.35	02-05-2023	22,769	669.45
April 2023	656.10	19-04-2023	14,331	599.30	26-04-2023	38,611	628.97

NSE

The high and low closing prices and associated volumes of securities traded during last three years are as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)
2020	703.00	28-12-2020	17,37,265	276.35	23-03-2020	11,52,843	542.36
2021	1148.05	29-07-2021	10,14,364	659.10	01-02-2021	30,97,002	929.09
2022	1080.70	11-01-2022	11,85,695	625.20	23-11-2022	26,22,303	768.54

The high and low closing prices and associated volume of securities traded during the last six months is as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)
September 2023	961.00	11-09-2023	6,55,400	897.05	06-09-2023	2,79,465	929.54
August 2023	945.00	30-08-2023	8,91,152	763.00	03-08-2023	5,16,206	867.76
July 2023	839.00	13-07-2023	6,84,328	789.10	04-07-2023	5,92,954	814.94
June 2023	824.20	30-06-2023	20,13,340	668.30	15-06-2023	3,77,191	749.60
May 2023	710.40	31-05-2023	7,24,020	630.50	02-05-2023	8,22,662	670.23
April 2023	654.50	19-04-2023	4,75,360	599.10	26-04-2023	13,39,808	625.87

For the purpose of aforesaid tables / information:

- Year is Calendar year ending on December 31.
- Weighted Average Price for a period is calculated as:
  Sum of (Daily Weighted Average Price * Daily Traded Quantity)
  Sum of Daily Traded Quantity
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares of our Company for the year, or the month, as the case may be
- In case of two days with the same high / low, the date with higher volume has been considered

Financial performance

The audited financial results of Max Financial Services Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

Standalone:

Max Estates Limited

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	5823.50	20205.58	30780.34
Profit / (Loss) after Tax	1386.95	10262.28	9922.65
Equity share capital	6902.30	6902.30	6901.81
Other Equity	669438.10	668056.85	657644.65
Net Worth*	676340.40	674959.15	664546.46
Book Value per share of shares of face value INR 2/- each	195.98	195.57	192.57
EPS of shares of face value INR 2/- each	0.40	2.97	3.38

** The above net worth has been computed as per section 2(57) of the Companies Act*

Consolidated:

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	3143105.68	3118758.30	3128801.25
Profit / (Loss) after Tax	45189.39	31840.47	55975.03
Equity share capital	6872.21	6902.30	6901.81
Other Equity	344951.65	386558.98	327394.38
Net Worth*	347252.02	389881.44	331708.35
Book Value per share of shares of face value INR 2/- each	101.06	112.97	96.12
EPS of shares of face value INR 2/- each	10.97	7.34	14.51

** The above net worth has been computed as per section 2(57) of the Companies Act*

2. Max India Limited

Corporate Information: Max India Limited was incorporated on January 23, 2019 uuder the Companies Act, 2013 with the ROC-Maharashtra. The CIN of the Company is L74999MH2019PLC320039. Subsequently, the name of the company was changed from **'Advaita Allied Health Services Limited'** to **'Max India Limited'** on July 01, 2020. The Registered Office is situated at 167, Floor I, Plot – 167A, Ready Money, Mansion, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra – 400 018. Presently, the equity shares of Max India Limited are traded on BSE and NSE.

Nature of Business: The Company is having investments in various subsidiaries and Joint Venture Companies and is primarily engaged in growing and nurturing these business investments and providing shared services to various group Companies. The substantial source of income of the Company inter-alia comprised of treasury Income, Income from shared services, and Rental income from leasing out of space owned by the Company.

Capital Structure as on March 31, 2023:

Particulars	No. of Shares	Amount (Rs in Lacs)
Authorised Share Capital	6,00,50,000	6005.00
Issued, Subscribed and paid-up share capital	4,30,29,009	4302.90

Board of Directors

- Mr. Analjit Singh
- Mr. Rajit Mehta
- Mr. Pradeep Pant
- Ms. Sharmila Tagore
- Ms. Tara Singh Vachani
- Mr. Mohit Talwar
- Mr. Niten Malhan
- Mr. Ajit Singh
- Mr. Rohit Kapoor

Shareholding Pattern as on June 30, 2023

Category	Category of shareholders	No. of shareholders	No. of fully paid-up Equity Shares held	Total no. of shares held	Shareholding as a %age of total no. of shares (calculated as per SCRR, 1957) (as a % of (A+B+C)	No. of locked in shares		No. of shares pledged		No. of Equity Shares held in dematerialized form
						No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	6	2,19,91,013	2,19,91,013	51.11	-	-	-	-	2,19,91,013
(B)	Public	36,350	2,10,37,996	2,10,37,996	48.89	-	-		-	2,10,37,996
(C)	Non promoter non-public	-	-	-	0.00	-	-		-	-
(C1)	Shares underlying DRs	-	-	-	0.00	-	-		-	-
(C2)	Shares held by Employee trust	-	-	-	0.00	-	-		-	-
	Total	36,356	4,30,29,009	4,30,29,009	100.00	-	-			4,30,29,009

Share Price details

BSE

The high and low closing prices and associated volumes of securities traded during last three years are as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)
2020	80.00	28-08-2020	39,560	48.05	10-09-2020	17,88,698	58.56
2021	84.55	13-10-2021	1,75,871	59.05	28-01-2021	2268	70.02
2022	112.40	16-12-2022	1,81,587	66.70	13-06-2022	2775	87.93

The high and low closing prices and associated volume of securities traded during the last six months is as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)
September 2023	169.00	07-09-2023	39,339	135.50	25-09-2023	11,303	150.49
August 2023	194.90	01-08-2023	1,23,906	148.80	29-08-2023	9,421	170.42
July 2023	174.50	31-07-2023	38,897	116.10	03-07-2023	38,420	148.35
June 2023	124.95	27-06-2023	8,323	100.10	01-06-2023	17,295	115.94
May 2023	102.79	31-05-2023	7,432	89.10	26-05-2023	1,454	96.22
April 2023	95.86	28-04-2023	12,168	80.00	03-04-2023	8,593	87.21

NSE

The high and low closing prices and associated volumes of securities traded during last three years are as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)

2020	79.95	28-08-2020	3,67,039	48.05	10-09-2020	47,94,859	61.17
2021	84.50	13-10-2021	3253185	59.50	01-01-2021	3,59,155	70.57
2022	112.00	16-12-2022	12,53,013	67.00	20-06-2022	49,070	85.48

The high and low closing prices and associated volume of securities traded during the last six months is as follows:

Period	High (in INR/share)	Date of High	Volume on date of high (no. of shares)	Low (in INR/share)	Date of Low	Volume on date of low (no. of shares)	Weighted Average Price (in INR/share)
September 2023	169.20	07-09-2023	2,75,388	135.15	22-09-2023	1,14,048	150.88
August 2023	195.00	01-08-2023	10,58,612	150.15	25-08-2023	1,71,756	170.66
July 2023	174.80	31-07-2023	4,39,879	117.00	03-07-2023	4,30,389	149.31
June 2023	124.40	22-06-2023	1,56,168	101.40	01-06-2023	2,49,176	114.99
May 2023	103.00	31-05-2023	2,18,353	89.00	26-05-2023	1,08,541	95.75
April 2023	95.90	28-04-2023	1,16,737	79.80	12-04-2023	58,695	87.80

For the purpose of aforesaid tables / information:

- Year is Calendar year ending on December 31.
- Weighted Average Price for a period is calculated as:

$$\frac{\text{Sum of (Daily Weighted Average Price * Daily Traded Quantity)}}{\text{Sum of Daily Traded Quantity}}$$

- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares of our Company for the year, or the month, as the case may be
- In case of two days with the same high / low, the date with higher volume has been considered

Financial performance

The audited financial results of Max India Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

Standalone:

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	3303.71	3385.49	3920.16
Profit / (Loss) after Tax	1216.27	628.83	864.81
Equity share capital	4302.90	5378.63	5378.63
Other Equity	81477.57	88180.64	87422.50
Net Worth*	(4499.62)	(4788.76)	(5546.90)
Book Value per share of shares of face value INR 10/- each	(10.45)	(8.90)	(10.31)
EPS of shares of face value INR 10/- each	2.56	1.17	1.61

** The above net worth has been computed as per section 2(57) of the Companies Act*

Consolidated:

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	21345.49	23743.69	12958.33
Profit / (Loss) after Tax	(1038.29)	1613.57	(5311.64)
Equity share capital	4302.90	5378.63	5378.63
Other Equity	49907.62	58758.48	59941.07
Net Worth*	2637.73	4496.38	5677.97
Book Value per share of shares of face value INR 10/- each	6.13	8.36	10.56

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
EPS of shares of face value INR 10/- each	(2.18)	(3.00)	(9.88)

** The above net worth has been computed as per section 2(57) of the Companies Act*

3. Max Life Insurance Company Limited

Corporate Information: Max Life Insurance Company Limited was incorporated on July 11, 2000 under the Companies Act, 1956, bearing CIN is U74899PB2000PLC045626. The former name of the company was Max New York Life Insurance Company Limited which was changed to Max Life Insurance Company Limited on July 6, 2012. The Registered Office is situated at 419, Bhai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, Nawan Shehar, Punjab 144533.

Nature of Business: Life Insurance including whole life insurance, human body part, limbs and organs insurance, accidental insurance and such other insurance, assurance, plan and schemes and to act as agent, representative, surveyor, sub-insurance agent, franchiser, consultant, advisor, collaborator or otherwise to deal in all incidental and allied activities related to insurance business subject to Insurance Regulation Act, 1999 and other applicable Acts.

Capital Structure as March 31, 2023:

Particulars	No. of Shares	Amount (Rs in Lacs)
Authorised Share Capital	3,00,00,00,000	30,00,00,00,000
Issued Subscribed and paid-up share capital	1,91,88,12,856	19,18,81,28,560

Board of Directors

- Mr. Analjit Singh
- Mr. Prashant Tripathy
- Mr. V. Viswanand
- Mr. Girish Srikrishna Paranjpe
- Mr. K. Narasimha Murthy
- Ms. Marielle Theron
- Mr. Mitsuru Yasuda
- Mr. Mohit Talwar
- Mr. Pradeep Pant
- Mr. Rajesh Khanna
- Mr. Rajesh Kumar Dahiya
- Mr. Rajiv Anand
- Mr. Sahil Vachani
- Mr. Subrat Mohanty

Shareholding Pattern as on March 31, 2023

Name	No. of equity shares	% of shareholding
Max Financial Services Limited ("MFSL")	1,669,366,616	~87.00
Axis Bank Limited	19,18,81,285	~9.99
Axis Capital Limited	3,83,76,257	2.00
Axis Securities Limited	1,91,88,128	1.00
Mr. Raman Garg	500	NIL (approx.)
Mr. Jatin Khanna (Nominee of MFSL)	10	NIL (approx.)
Mr. Prashant Tripathy (Nominee of MFSL)	10	NIL (approx.)
Mr. Rajit Mehta (Nominee of MFSL)	10	NIL (approx.)
Mr. V. Krishnan (Nominee of MFSL)	10	NIL (approx.)
Mr. Amitabh Lal Das (Nominee of MFSL)	10	NIL (approx.)
Mr. Anurag Chauhan (Nominee of MFSL)	10	NIL (approx.)
Mr. Mohit Talwar (Nominee of MFSL)	10	NIL (approx.)
Total	**1,918,812,856**	**100.00**

Financial performance

The audited financial results of Max Life Insurance Company Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

Standalone:

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income:- Net Premium + Investment Income + Miscellaneous Income (policyholder + shareholder)	3,137,378.94	3,112,527.33	3,119,426.78
Profit / (Loss) after Tax	43,519.75	38,665.58	52,299.03
Equity share capital	191,881.29	191,881.29	191,881.29
Other Equity*	158,617.04	114,500.13	96,582.91
Net Worth**	350,498.33	306,381.42	288,464.20
Book Value per share of shares of face value INR 10/- each	18.23	15.97	15.03
EPS of shares of face value INR 10/- each	2.27	2.02	2.73

**Other Equity is considered as all other shareholders' equity including Fair Value Change Account.*
***Net worth is as per computed for insurance companies as per IRDAI regulations and the same is reported to the Regulator and for other statutory filings. Shareholders' net worth is considered. (Share Capital + Other Equity)*

Consolidated#:

(INR in Lakhs)

Particulars	March 31, 2023
Total Income:- Net Premium + Investment Income + Miscellaneous Income (policyholder + shareholder)	31,37,612.50
Profit / (Loss) after Tax	43,486.12
Equity share capital	1,91,881.29
Other Equity*	1,58,631.17
Net Worth**	3,50,512.46
Book Value per share of shares of face value INR 10/- each	18.27
EPS of shares of face value INR 10/- each	2.27

**Other Equity is considered as all other shareholders' equity including Fair Value Change Account.*
***Net worth is as per computed for insurance companies as per IRDAI regulations and the same is reported to the Regulator and for other statutory filings. Shareholders' net worth is considered. (Share Capital + Other Equity)*
#The subsidiary's financial statement considered for first time consolidation is for the period started from 28th February 2022 (being the date of incorporation) to 31st March 2023.

4. **Antara Purukul Senior Living Limited**

Corporate Information: Antara Purukul Senior Living Limited was incorporated on June 21, 1995 under the Companies Act, 1956 with the ROC. The CIN is U74120UR1995PLC018283. The name of the company was changed from 'Shruti Foods Private Limited' to '**Antara Purukul Senior Living Private Limited**' on August 07, 2012. Subsequently, the name of the company was changed from '**Antara Purukul Senior Living Private Limited**' to '**Antara Purukul Senior Living Limited**' on June 18, 2013. The Registered Office is situated at Antara Senior Living Guniyal Gaon, P.O. - Sinola NA Dehradun Uttarakhand 248003.

Nature of Business: The main object of the Company is owning, developing, operating, establishing vibrant residential senior living communities designed to be safe and secure with special attention to senior-specific features for holistic well-being that offer "Lifestyle with Lifecare".

Capital Structure as on March 31, 2023:

Particulars	No. of Shares	Amount (Rs in Lacs)

Max Estates Limited

Authorised Share Capital	31,10,00,000	31,100.00
Issued Subscribed and paid up share capital	30,69,07,089	30,690.71

Board of Directors

- Ms. Tara Singh Vachani
- Mr. Rajit Mehta
- Ms. Sharmila Tagore
- Mr. Kenneth Sannoo
- **Mr. Niten Malhan**

Shareholding Pattern as March 31, 2023

Name	No. of equity shares	% of shareholding
Antara Senior Living Limited	30,69,07,083	100.00
Mr. Kenneth Sannoo, (nominee of Antara Senior Living Limited)	1	0.00
Mr. Shantanu Sinha, (nominee of Antara Senior Living Limited)	1	0.00
Mr. Ajay Agrawal (nominee of Antara senior Living Limited)	1	0.00
Col. Arun Rajura, (nominee of Antara Senior Living Limited)	1	0.00
Mr. V Krishnan (nominee of Antara Senior Living Limited)	1	0.00
Mr. Sandeep Pathak (nominee of Antara Senior Living Limited)	1	0.00
Total	**30,69,07,089**	**100.00**

Financial performance

The audited financial results of Antara Purukul Senior Living Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below.

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	15,132.34	17,742.20	2,643.49
Profit / (Loss) after Tax	2,193.68	2,306.32	(2,995.26)
Equity share capital	30,690.71	30,690.71	30,690.71
Other Equity	(25,602.19)	(27,816.08)	(30,371.03)
Net Worth*	5,088.52	2874.63	319.68
Book Value per share of shares of face value INR 10/- each	1.66	0.94	0.10
EPS of shares of face value INR 10/- each	0.71	0.75	(0.98)

** The above net worth has been computed as per section 2(57) of the Companies Act*

5. Antara Senior Living Limited

Corporate Information: Antara Senior Living Limited was incorporated on May 06, 2011 under the Companies Act, 1956 with the ROC, Delhi as 'Antara Living Private Limited'. The name of the company changed from 'Antara Living Private Limited' to 'Antara Senior Living Private Limited' on February 13, 2012. Subsequently, the Company was converted from a private limited company to a public limited company on January 11, 2013, and consequently, the name of the Company was changed to Antara Senior Living Limited. The Registered Office is situated at Max House, 1, Dr. Jha Marg, Okhla, New Delhi, 110020. The CIN is U74140DL2011PLC218781.

Nature of Business: Antara Senior Living Limited (ASLL) is a wholly owned subsidiary of Max India Limited. It is engaged in developing senior living communities. ASLL aspires to create an ecosystem for seniors offering a blend of lifecare and lifestyle products. ASLL's vision is to be the most loved and trusted brand for seniors and their families, by helping seniors improve and enrich their quality of life.

Capital Structure as on March 31, 2023:

Particulars	No. of Shares	Amount (Rs in Lacs)
Authorised Share Capital		

Equity Shares @ INR 10	5,50,00,000	5,500.00
Preference Shares @ INR 100	4,93,00,000	49,300.00
Total	**10,43,00,000**	**54,800.00**
Issued Subscribed and paid-up share capital		
Equity Shares @ INR 10	5,48,64,170	5,486.42
Preference Shares @ INR 100	4,82,00,000	48,200.00
Total	**10,30,64,170**	**53,686.42**

Board of Directors

- Dr. Shubnum Singh
- Mr. Pradeep Pant
- Ms. Tara Singh Vachani
- Dr. Ajit Singh
- Mr. Rajit Mehta
- Mr. Niten Malhan

Shareholding Pattern as on March 31, 2023

Equity Shares

Name	No. of equity shares	% of shareholding
Max India Limited	5,48,64,164	100.00
Mr. Kenneth Sannoo (nominee of Max India Limited)	1	0.00
Mr. Shantanu Sinha (nominee of Max India Limited)	1	0.00
Mr. Sanjay Bhatia (nominee of Max India Limited)	1	0.00
Mr. Ajay Agrawal (nominee of Max India Limited)	1	0.00
Mr. V Krishnan (nominee of Max India Limited)	1	0.00
Mr. Sandeep Pathak (nominee of Max India Limited)	1	0.00

Preference Shares

Name	No. of Compulsory Convertible Preference Shares	% of shareholding
Max India Limited	4,82,00,000	100.00

Financial performance

The audited financial results of Antara Senior Living Limited for the financial years ended on March 31, 2023, 2022 and 2021 are set forth below:

(INR in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Total Income	1809.15	958.3	765.87
Profit / (Loss) after Tax	(1,311.34)	(1,950.82)	(2070.28)
Share Capital:			
Equity share capital	5,486.42	800	800
Preference share capital (CCPS)	48,200.00	51,736.42	49,436.42
Other Equity	(28,647.77)	(27,438.79)	(25,592.37)
Net Worth (fully diluted)*	25,038.65	25,097.63	24,644.05
Book Value per share of face value INR 10/- each (fully diluted)	4.66	4.78	4.91
EPS of shares of face value INR 10/- each	(0.25)	(0.38)	(0.42)

** The above net worth has been computed as per section 2(57) of the Companies Act*

Further, information related to top five Group Companies are available in the link viz. https://maxestates.in/investors/.

DIVIDEND POLICY

Our Company has formulated this Dividend Distribution Policy pursuant to Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations").

PARAMETERS FOR DECLARATION OF DIVIDEND:

Dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting ("AGM") of the shareholders. The Board may also declare interim dividends as may be permitted as per the applicable laws.

The Board of Directors of the Company would consider the following financial parameters and factors before declaring or recommending dividend to shareholders:

Internal Factors / Financial Parameters:

Operating cash flow of the Company
- Profits earned during the year
- Profits available for distribution
- Earnings Per Share (EPS)
- Dividend, if any, declared by Subsidiary
- Working capital requirements
- Capital expenditure requirement
- Business expansion and growth
- Likelihood of crystalization of contingent liabilities, if any
- Additional investment in subsidiary
- Creation of contingency fund
- Acquisition of brands and business
- Cost of Borrowing
- Past dividend payout ratio / trends

External Factors:

- Economic environment
- Statutory provisions and guidelines
- Dividend pay-out ratios of companies in the same industry

CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND:

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year(s) or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this Policy.

The Company shall not recommend dividend, if it is of the opinion that it is financially not prudent to do so. The shareholders of the Company may not expect Dividend under the following circumstances:

- In case the Company is undertaking significant expansion which would require higher allocation of resources;
- If the Company requires significant amount of working capital to fund its future growth;
- In case the Company proposes to utilise surplus cash for buy-back of securities;
- Whenever the Company undertakes any acquisitions or joint ventures requiring significant allocation of capital or in case the company expands its stake in its subsidiary;
- In the event of inadequacy of profits or whenever the Company has incurred losses.

The profits being retained in the business shall be continued to be deployed in the Company and thus contributing to the growth to the business and operations of the Company.

Our Company has not declared any dividend since incorporation.

Max Estates Limited

FINANCIAL STATEMENTS

Index to Financial Statements

Sr. No.	Financial Statements	Page No.
1	Audited Interim Consolidated Financial Statements for the period ended June 30, 2023	F 1 – F 67
2	Audited Consolidated Financial Statements for the period ended March 31, 2023	F 68 – F 147
3	Audited Consolidated Financial Statements for the period ended March 31, 2022*	Not Applicable
4	Audited Consolidated Financial Statements for the period ended March 31, 2021*	Not Applicable
5	Audited Interim Standalone Financial Statements for the period ended June 30, 2023	F 148 – F 206
6	Audited Standalone Financial Statements for the period ended on March 31, 2023	F 207 – F 274
7	Audited Standalone Financial Statements for the period ended on March 31, 2022	F 275 – F 327
8	Audited Standalone Financial Statements for the period ended on March 31, 2021	F 328 – F 373

**The Company was not required to prepare the Consolidated Financial Statements for the period ended March 31, 2022 and March 31, 2021, since the Company availed the exemption prescribed under Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, as amended.*

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Max Estates Limited

STATEMENT OF ACCOUNTING RATIOS

The following table presents certain accounting ratios derived from our Company's audited financial statements included in the section titled "Financial Statements" on page 146 of the Information Memorandum.

(Amount in INR lakhs except No. of Shares)

Particulars	Period ended June 30, 2023*	Period ended March 31, 2023*	Year ended March 31, 2022##
Net Worth (A)**	1,04,333.29	1,08,077.99	3,427.41
Earnings attributable to Equity Shareholders (B)	(3,778.72)	1,901.50	530.39
Number of outstanding Equity shares for EPS including share suspense account (C)#	14,71,34,544	14,71,03,626	7,79,10,000
Face value per share (INR / share)	10.00	10.00	10.00
EPS (INR / share)	(2.61)	1.29	0.67
Return on Net Worth (%) (B/A)	(3.62%)	1.76%	15.47%
Net Assets Value per share (A/C) (INR / share)	70.91	73.47	4.40

** After effectiveness of the Scheme, based on consolidated financial information*

*** The above net worth has been computed as per section 2(57) of the Companies Act. Net worth does not include Other Comprehensive Income and Capital and Amalgamation Reserve*

##Since the Company was not required to consolidate the accounts in financial year 2021-22, therefore, it is based on standalone financial information.

#As on March 31, 2023, the outstanding Equity shares of the Company were 14,71,03,626. However, on April 03, 2023, Max Ventures and Industries Limited, allotted 30,918 Equity Shares, and therefore, the capital as on date reflects 14,71,34,544.

Max Estates Limited

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there are no outstanding (i) criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) claims related to direct and indirect taxes, and (iv) material litigation, in each case involving our Company, Subsidiary, Promoters, Directors and Group Companies.

In relation to (iv) above, our Board in its meeting held on August 18, 2023, has considered and adopted a policy of materiality for identification of material litigation. In terms of the materiality policy adopted by our Board, any outstanding litigation:

a) all pending litigation involving the Relevant Parties, other than criminal proceedings, tax matters, and statutory or regulatory actions, would be considered 'material' if (i) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of Rs.1,00,00,000 (Rupees One Crore), or (ii) pending proceedings involving the Relevant Parties, wherein a monetary liability is not quantifiable, but whose outcome may have a bearing on the business, operations or prospects or reputation of the Company;
b) involving the Directors of the Company whose outcome may have a bearing on the business, operations or reputation of the Company, has been considered as material; and
c) all criminal proceedings whether complaints, first information reports, bail applications or otherwise wherein our Company, Directors, Promoter and Group Company is a party;
d) in relation to the Group Companies, for the purpose of disclosures in this Information Memorandum, other than criminal proceedings, tax matters, and statutory or regulatory actions, would be considered 'material' if (i) the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 1% of standalone profit after tax of the respective group company or Rs. 1,00,00,000 (Rupees One Crore) or 1% of Net worth of the respective group company whichever is higher, or (ii) pending proceedings involving the group company, wherein a monetary liability is not quantifiable, but whose outcome may have a bearing on the business, operations or prospects or reputation of the Company;

Save as disclosed below, there are no:

- outstanding civil or tax proceedings involving our Company, Directors and Promoter in which the pecuniary amount involved is in excess of the Materiality Threshold.
- outstanding actions initiated or show-cause notices issued by regulatory authorities such as SEBI or RBI or the Stock Exchanges or MCA, Registrar of Companies or any other such similar authorities, involving our Company, Directors, Promoters and Group Companies.
- outstanding criminal proceedings filed by or against our Company, Directors, Promoter and Group Companies.
- defaults in or non-payment of any statutory dues by our Company.
- litigations or legal actions pending or taken against our Promoter by a Government department or a statutory body during the last three years immediately preceding the year of this Information Memorandum.
- inquiries, inspections or investigations initiated or conducted under the Securities laws or Companies Act or any previous companies' law in the last three years immediately preceding the year of issue of this Information Memorandum against our Company and if there were any prosecutions filed (whether pending or not); fines imposed or compounding of offences done in the last three years immediately preceding the year of this Information Memorandum for the Company.
- outstanding litigation involving our Company, Directors, Promoter, or any other person, whose outcome could have material adverse effect on the position of our Company, or which may affect the Issue or an investor's decision to invest in the Issue.
- pending proceedings initiated against our Company for economic offences.
- material frauds committed against our Company in the last three years preceding the date of this Information Memorandum and actions taken by our Company in this regard.

There are no pending material litigations, involving our Company, our Promoter and Director, except the following:

I. Involving our Company

- **Against our Company**

Max Estates Limited

A. Criminal Proceedings

NIL

B. Civil Proceedings

Sanjiv Bhayana, Proprietor of Bhayana Realtors INC. vs. Max Estates Ltd.", CP (IB) No. 114 of 2023

At the outset it is stated that the matter titled as "Sanjiv Bhayana, Proprietor of Bhayana Realtors INC. vs. Max Estates Ltd.", CP (IB) No. 114 of 2023 has been filed by Sanjiv Bhayana before the Hon'ble NCLT, Chandigarh, involving an amount of INR 361.08 Lakhs, wherein vide Order dated 25.07.2023 the Hon'ble NCLT directed Max Estates Limited ("Company") to file reply within four weeks and has adjourned the case for 11.10.2023. Reply denying the claim of Sanjiv Bhayana has been filed by Max Estates Limited, however when the matter was listed on 11.10.2023 the applicant sought time for filing the rejoinder and the matter is now next listed for 24.11.2023.

That post the briefing and after perusing the documents shared with us, it is abundantly clear that Mr. Sanjiv Bhayana, who claims himself to be the Operational Creditor / Applicant in the Petition, has filed the present Petition with a malafide intent to exert pressure and coerce the Company to heed to his illegal and illegitimate demands without there being any Contractual obligation in existence.

That, review of the record on the file shown to us, clearly throws light on the fact that the Operational Creditor / Applicant was neither authorized nor mandated by the Seller's of the Property to showcase the Property to the Company on its behalf and nor did the Company ever execute a mandate / engagement or articulated any scope of service identifying / authorizing Sanjiv Bayana to represent the Company in view of the said sale-purchase transaction.

In light of the above facts shared by the Company, Legal Notice dated 16.11.2022 ("Legal Notice") stating 1% Brokerage claimed by the Operational Creditor is devoid of merits and substance and accordingly, the said Legal Notice was duly responded to by the Company vide Reply dated 22.11.2022.

However, now since the Company has received the Notice of the Petition in the aforementioned case from the Hon'ble NCLT, Chandigarh, appropriate Response has been prepared and filed against the same and we are hopeful of the said matter being disposed off in the interest of justice.

Further, the matter being sub judice, we cannot certify the outcome of the case till the matter is dealt with and the proceedings are concluded by the Hon'ble NCLT.

➢ **By our Company**

A. Criminal Proceedings

NIL

B. Civil Proceedings

NIL

C. Regulatory and Statutory proceedings

NIL

D. Material Tax proceedings

Particulars	Amount involved (in lakhs)
Direct Taxation	48.86

Max Estates Limited

Indirect Taxation	429.30

II. Involving our Promoter

A. Criminal proceedings

By Our Promoter:

1. Arising from personal disputes, Mr. Veer Singh has initiated criminal proceedings against Ms. Kinri Dhir before South District Court at Saket under the provisions of Section 340 of the CrPC vide case no. Misc. Crl. No. 2414 of 2022 & CT Case No. 662 of 2023 and before Saket District Court under the provisions of Section 156(3) read with Section 200 of the CrPC at New Delhi. The matter is pending before the said Court.

2. Mr. Veer Singh has filed writ petition before the High Court of Delhi under the provisions of Section 482 of CrPC read with Article 227 of the Constitution of India vide case no. CRL. MC. No. 2253 of 2023 for setting aside the Order dated 27.03.2023 passed by ASJ-04 & Special Judge (NDPS), South-East District, Saket, New Delhi in case of Crl. Rev. No. 484 of 2022. The matter is pending before the said Court.

   It may be noted that Mr. Veer Singh is one of the promoter family members who (i) does not hold any share in Max Estates Limited; (ii) does not hold any directorship in Max Estates Limited; and (iii) is not involved in the operations of MEL.

Against our Promoter:

1. Arising from personal disputes, Ms. Kinri Dhir has initiated criminal proceeding against Mr. Veer Singh by filing case no. CT Case No. 1893 of 2022 under the provisions of Section 200 of the Code of Criminal Procedure, 1973 ("CrPC") before South District Court at Saket, New Delhi. The matter is pending before the said Court.

B. Material Civil proceedings

1. **Neelu Analjit Singh V. Max Ventures Investment Holdings Private Limited [C.P. NO. 45/241 - 242/PB/2022]:**

   Ms. Neelu Analjit Singh has filed a petition under Section 241-242 of the Companies Act, 2013 before National Company Law Tribunal, New Delhi alleging acts of oppression and mismanagement of the affairs of the Max Ventures Investment Holding Private Limited ("MVIHPL"), wherein Mr. Analjit Singh, Ms. Tara Singh Vachani and Mr. Sahil Vachani and other board members of MVIHPL are also parties. The matter is presently sub-judice. The amount in demand is not quantifiable at the current stage. Mr. Analjit Singh already filed his reply. It may be noted that Mrs. Neelu Analjit Singh is one of the promoter family members who (i) does not hold any directorship in Max Estates Limited (MEL); and (ii) is not involved in the operations of MEL.

2. **Punjab & Sind Bank V. Montari Industries Ltd [RC 378/2018 in OA. No.104/03]:**

   The recovery case instituted by Punjab & Sind Bank against Montari Industries Limited in case of RC 378/2018 in OA. No.104/03 and personally against Mr. Manjeet Singh and Dr. Bhai Mohan Singh (who furnished personal guarantees) is pending before the Debt Recovery Tribunal, Delhi. The aggregate principal amount of claims is in the region of approximately INR 1412 lakhs along with interest. After demise of Dr. Bhai Mohan Singh, Mr. Analjit Singh has been impleaded in these case as one of the legal heirs of Dr. Bhai Mohan Singh (and additionally as one of the mortgagors in respect of property No. 28-A, Prithvi Raj Road, New Delhi).

Max Estates Limited

C. **Material Tax proceedings**

Particulars	Amount involved (in lakhs)
Direct Taxation	31,486
Indirect Tax	3,609

By Ms. Neelu Analjit Singh

Particulars	Amount involved (in lakhs)
Direct Taxation	764*
Indirect Tax	-

Against Ms. Neelu Analjit Singh

Particulars	Amount involved (in lakhs)
Direct Taxation	-
Indirect Tax	Not Quantifiable

By Max Ventures & Investment Holdings Private Limited

Particulars	Amount involved (in lakhs)
Direct Taxation*	-
Indirect Tax	-

**Penalty of INR 135 Lakh was levied by the tax authorities and the same was adjusted against the refunds due for the previous financial years however the matter is still pending.*

D. **Statutory and Regulatory proceedings**

NIL

III. **Involving our Directors**

Except as disclosed below, there are no other proceedings against our directors

A. **Criminal proceedings**

NIL

B. **Material Civil proceedings**

1. **Neelu Analjit Singh V. Max Ventures Investment Holdings Private Limited [C.P. NO. 45/241 - 242/PB/2022]:**

   Ms. Neelu Analjit Singh has filed a petition under Section 241-242 of the Companies Act, 2013 before National Company Law Tribunal, New Delhi alleging acts of oppression and mismanagement of the affairs of the Max Ventures Investment Holding Private Limited ("MVIHPL"), wherein Mr. Analjit Singh, Ms. Tara Singh Vachani and Mr. Sahil Vachani and other board members of MVIHPL are also parties. The matter is presently sub-judice. The amount in demand is not quantifiable at the current stage. Mr. Analjit Singh already filed his reply.

2. **Punjab & Sind Bank V. Montari Industries Ltd [RC 378/2018 in OA. No.104/03]:**

   The recovery case instituted by Punjab & Sind Bank against Montari Industries Limited in case of RC 378/2018 in OA. No.104/03 and personally against Mr. Manjeet Singh and Dr. Bhai Mohan Singh (who furnished personal guarantees) is pending before the Debt Recovery Tribunal, Delhi. The aggregate principal amount of claims is in the region of approximately INR 1412 lakhs along with interest. After

Max Estates Limited

demise of Dr. Bhai Mohan Singh, Mr. Analjit Singh has been impleaded in these case as one of the legal heirs of Dr. Bhai Mohan Singh (and additionally as one of the mortgagors in respect of property No. 28-A, Prithvi Raj Road, New Delhi).

C. Material Tax proceedings

By Mr. Analjit Singh

Particulars	Amount involved (in lakhs)
Direct Taxation	31,486
Indirect Tax	3,609

D. Statutory and Regulatory proceedings

NIL

IV. Involving our Subsidiaries

A. Criminal proceedings

NIL

A. Material Civil proceedings

NIL

B. Material Tax proceedings

Particulars	Amount involved (in lakhs)
Direct Taxation	91.08
Indirect Tax	5,169.92

C. Statutory and Regulatory proceedings

NIL

V. Involving our Group Companies which has a material impact on our Company

A. Criminal proceedings

NIL

B. Material Civil proceedings

Antara Purukul Senior Living Limited

Iron Bell Infra ("Complainant") has filed arbitration application dated December 17, 2020, under the relevant provisions of the Arbitration and Conciliation Act, 1996 ("Application"), making Antara Purukul Senior Living Limited as a party ("Respondent"). The Applicants have filed the Application in relation to an amount of INR 1225 lakhs, allegedly payable by the Respondent for the doors framed supplied by Applicant. The matter is still pending for the appointment of Arbitrator. Further, DIAC made a demand for a deposit of arbitral fee by Iron Bell as a pre-requisite for the appointment of arbitrator. Iron Bell has approached Delhi HC against such demand of arbitral fee being made in advance. APSL was impleaded as a party after an order to this effect was passed by the Court.

C. Material Tax proceedings

Max India Limited

Particulars	Amount involved (in lakhs)
Direct Taxation	2700.00
Indirect Taxation	682.00

Max Financial Services Limited

Particulars	Amount involved (in lakhs)
Direct Taxation	459.00
Indirect Taxation	833.00

Max Life Insurance Company Limited

Particulars	Amount involved (in lakhs)
Direct Taxation	22,648.00
Indirect Taxation	11,500.00

Antara Senior Living Limited

Particulars	Amount involved (in lakhs)
Direct Taxation	Nil
Indirect Taxation	5.00

Antara Purukul Senior Living Limited

Particulars	Amount involved (in lakhs)
Direct Taxation	73.00
Indirect Taxation	750.00

D. Statutory and Regulatory proceedings

NIL

OTHER MATERIAL DEVELOPMENTS
AFTER THE DATE OF LAST AUDITED FINANCIAL STATEMENTS AS ON JUNE 30, 2023

Except the following there have not arisen since the date of the last audited financial statements, i.e., June 30, 2023, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities within the next 12 months.

1. Hon'ble NCLT has, vide an order dated July 03, 2023 (Certified true copy received by the Company on July 24, 2023) approved the Composite Scheme of Amalgamation and Arrangement between Max Ventures and Industries Limited and Max Estates Limited and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and other applicable laws. Pursuant to the Scheme, the entire business and undertaking of MVIL stands transferred and vested in our Company with effect from April 01, 2022, that is, the Appointed Date. The Effective Date of the Scheme was July 31, 2023. Accordingly, in accordance with the Scheme, our Company has allotted 14,71,34,544 Equity Shares of ₹ 10 each to the shareholders of MVIL as on the Record Date in the ratio of one Equity Shares of our Company for every one Equity Share of MVIL.

2. Our Board of Directors was reconstituted.

3. Our Company received in-principle approval from NSE and BSE on September 14, 2023 and September 15, 2023 respectively. Further, our Company was granted an exemption from the application of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 by the SEBI vide its letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/42509/2 dated October 16, 2023.

Max Estates Limited

GOVERNMENT APPROVALS

Pursuant to the Composite Scheme of Amalgamation and Arrangement, all assets acquired, leased or licensed, licenses obtained, benefits, entitlements, incentives and concessions granted, contracts entered into, intellectual property developed or registered or applications made thereto, liabilities incurred and proceedings initiated or made party to, from the Appointed and till the Effective Date by the Transferor Company shall be deemed to be transferred and vested in the Transferee Company.

Unless otherwise stated, these approvals are valid as on the date of this Information Memorandum. For details in connection with the regulatory and legal framework within which our Company operates, see "Key Industry Regulations and Policies" on page 88.

For Scheme related approvals, see "Other Regulatory and Statutory Disclosures" on page 157 for incorporation details of our Company, see "History and Certain Corporate Matters" on page 94 and for details with respect to our Material Subsidiary, see "Subsidiaries of Our Company" on page 97.

Our Company was incorporated under Companies Act and has the following registrations:

I. Incorporation details

a) Certificate of incorporation dated March 22, 2016, issued by the ROC to our Company;

b) The Corporate Identity Number of our Company is U70200PB2016PLC040200

II. Material approvals in relation to our Company's business and operations

1. Business related approvals

List of material approvals for the Completed Projects:

a) Occupancy certificates and partial occupancy certificates

List of material approvals for the Ongoing Projects:

a) Building Plan Sanction certificates issued by municipality departments in the State of Haryana, State of Uttar Pradesh and NCT of Delhi

b) Environment clearances issued by the Ministry of Environment and Forests or State Environment Impact Assessment Authority, as applicable.

c) No objection certificates from the relevant fire department in the State of Haryana, State of Uttar Pradesh and NCT of Delhi

d) Registrations under the Real Estate (Regulation and Development) Act, 2016 from the Real Estate Regulatory Authorities in the State of Haryana, State of Uttar Pradesh and NCT of Delhi

e) Consent to Establish for New Unit/Expansion/Diversification under the provisions of Water (Prevention and control of pollution) Act, 1974 as amended and Air (Prevention and control of Pollution) Act, 1981 by Pollution Control boards in the State of Haryana, State of Uttar Pradesh and NCT of Delhi

f) Consent to Operate and Authorization under Section-25 of the Water (Prevention & Control of Pollution) Act, 1974 and under Section-21 of the Air (Prevention & Control of Pollution) Act, 1981 by Pollution Control boards in the State of Haryana, State of Uttar Pradesh and NCT of Delhi

g) Project specific approvals based on the location and specific parameters of the project. For example, no objection certificate **for height clearance by the Airports Authority of India.**

2. **Labour /employment related approvals**

a) Registration for employees' provident fund, Registration No. MRNO11465225 issued by the Employees' Provident Fund Organization under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952;

b) Registration under Uttar Pradesh Shops and Commercial Establishment Act, 1962, Registration No. UPSA10718278, issued by Labour Department, Uttar Pradesh;

c) Registration of Employees of the Factories and Establishments, Registration No. 67000595610001009 issued by Employees State Insurance Corporation under Section 1(3)/1(5) of the Employee State Insurance Act, 1948;

3. **Approvals from Tax Authorities**

a) Permanent Account Number issued by the Income Tax Department under the Income Tax Act, 1961: **AAKCM2620D**

b) Tax Deduction Account Number issued by the Income Tax Department under the Income Tax Act, 1961: **JLDM05861C**

c) Goods and services tax registrations in the state of Uttar Pradesh: (GST No. **09AAKCM2620D1ZQ**), in the NCT of Delhi: (GST No. **07AAKCM2620D1ZU**), and in the state of Uttarakhand (GST No. **05AAKCM2620D1ZY**) where our Company operates.

III. Intellectual Property Approvals

We have applied for Estate 128's word mark and logo " ESTATE 128 " in classes 35, 36, 37, 41, 43 and 44 under the Trademarks Act,1999. However, we are yet to receive the registration certificate of the same.

Max Estates Limited

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority of Listing

Hon'ble NCLT, vide its order dated July 03, 2023 (certified copy received by the Company on July 24, 2023), approved the Composite Scheme of Amalgamation and Arrangement amomgst Max Ventures and Industries Limited ("MVIL" or "Transferor Company") and Max Estates Limited ("MEL" or "Transferee Company") and the respective shareholders and creditors, in accordance with Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme"). Pursuant to the Scheme, the entire business and undertaking of the Transferor Company shall be and stand transferred to and be vested in or be deemed to have been transferred to and be vested in the Transferee Company with effect from the Appointed Date. The Effective Date of the Scheme was July 31, 2023 with effect from the Appointed Date i.e. April 1, 2022. For more details relating to the Scheme please refer to the Section titled "*Composite Scheme of Amalgamation and Arrangement*" on page 66 of this Information Memorandum.

In accordance with the said Scheme, the equity shares of our Company issued pursuant to the Scheme shall be listed and admitted to trading on the BSE and NSE. Such listing and admission for trading is not automatic and is subject to fulfillment by the Company of criteria of BSE and NSE and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of application by our Company seeking listing.

The Company has received approval for listing of its equity shares on BSE vide their letter no. DCS/AMAL/PB/IP/2908/2023-24 dated September 15, 2023 and on NSE vide their letter no. NSE/LIST/110 dated September 14, 2023. Further, the Company has also received a letter bearing no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/42509/2 dated October 16, 2023 from the SEBI in relation to relaxation from applicability of Rule 19(2)(b) of the SCRR for listing of the equity shares of Transferee Company on BSE and NSE.

Eligibility Criterion

There being no Initial public offering or rights issue, the eligibility criteria in terms of Chapter II of SEBI ICDR Regulations do not become applicable. However, SEBI vide its master circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time, has subject to certain conditions, permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Rule 19(2)(b) of SCRR, as amended. Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for public issues, as applicable, to Stock Exchanges, for making the said Information Memorandum available to public through their website viz. www.nseindia.com and www.bseindia.com. Our Company has made the said Information Memorandum available on its website www.maxestates.in. Our Company has published an advertisement in the newspapers containing its details in line with the details required as per the above-mentioned circular on October 23, 2023. The advertisement draws specific reference to the availability of this Information Memorandum on its website.

Prohibition by SEBI

Our Company, its Promoters, its Promoter Group, its directors have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Further, none of our Directors or Promoters is a director or promoter of any other company which is currently debarred from accessing the capital markets by SEBI.

Association with the Securities Market

Further, none of the directors of the Company are associated with the securities market in any manner, and SEBI has not initiated any action against any entity, with whom the directors of the Company are associated in the past five years preceding the date of this Information Memorandum.

Willful defaulters by RBI

Max Estates Limited

The Company, its promoter, its promoter group, the relatives (as per the Companies Act) of Promoter and other companies promoted by the Promoter are not identified as willful defaulters by RBI or other authorities.

Fugitive Economic Offences

None of our Promoters or Directors are declared as a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable.

Disclaimer clause of SEBI

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS INFORMATION MEMORANDUM TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS INFORMATION MEMORANDUM.

THE FILING OF THIS INFORMATION MEMORANDUM DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, ANY IRREGULARITIES OR LAPSES IN THIS INFORMATION MEMORANDUM."

General Disclaimer and Caution Statement from the Company

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to be published in terms of Part II (A)(5) of the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Jurisdiction

Exclusive jurisdiction for the purpose of this Information Memorandum is with the competent courts / authorities in Punjab, India.

Disclaimer Clause - BSE

As required, a copy of the Draft Scheme was submitted to BSE. BSE has vide its letter no. DCS/AMAL/MJ/IP/2407/2022-23 dated July 11, 2022 granted its observations on the Scheme of Arrangement under Regulation 37 of the SEBI LODR Regulations and by virtue of that approval, the BSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

As required, a copy of this Information Memorandum has been submitted to BSE.

Disclaimer Clause – NSE

As required, a copy of the Draft Scheme was submitted to NSE. NSE has vide its letter no. NSE/LIST/30949_II dated July 11, 2022 granted its observations on the Scheme of Arrangement under Regulation 37 of the SEBI LODR

Regulations and by virtue of that approval, the NSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed.

NSE disclaimer as per letter no. NSE/LIST/30949_II dated July 11, 2022:

"The approval given by the NSE should not in any manner be deemed or construed that the Scheme has been approved by NSE; and/ or NSE does not in any manner warrant, certify or endorse the correctness or completeness of the details provided for the unlisted Company; does not in any manner take any responsibility for the financial or other soundness of the Resulting Company, its promoters, its management etc."

As required, a copy of this Information Memorandum has been submitted to NSE.

Filing

Copy of this Information Memorandum has been filed with BSE and NSE.

Listing

Our Company has obtained In-principle listing approvals from BSE and NSE on September 15, 2023 and September 14, 2023 respectively. Our Company shall make the applications for final listing and trading approvals from BSE and NSE. The Company has nominated NSE as the Designated Stock Exchange for the aforesaid listing of shares. The Company ensure that it will take all steps for the completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within such period as approved by SEBI.

Demat Credit

The Company has executed Tri-partite Agreement dated June 09, 2022 with Registrar & Share Transfer Agent and CDSL and Tri-partite Agreement dated June 09, 2022 with Registrar & Share Transfer Agent and NSDL, for admitting its securities in demat form. The ISIN allotted to the Company's equity shares is INE03EI01018.

The Equity Shares have been allotted to those shareholders who have provided necessary details to the Company/RTA and/or who were holding their equity shares in erstwhile Max Ventures and Industries Limited in demat form as on the Record Date i.e. August 11, 2023. The demat shares have been credited to the demat accounts of such shareholders by CDSL and NSDL on August 30, 2023. For the remaining shareholders, their share entitlements have been credited to a Demat Suspense Account by NSDL on August 30, 2023. On receipt of appropriate evidence from the concerned shareholders as to their respective entitlements, such shares shall be transferred from the said Demat Suspense Account to their respective demat accounts.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained an expert opinion.

Previous Rights and Public Issues

Since incorporation, our Company has not issued Equity Shares in the form of rights issue or otherwise to the public.

Commission and brokerage on previous issues

Since our Company has not issued shares to the public in the past, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

Capital Issue in the last 3 years

Neither our Company, nor any listed Group Company/ subsidiaries/ associates have made any capital issue during the last 3 years except as mentioned below:

Max Estates Limited

Name of the Company	Category	Capital Raised (in number of equity shares)	Type of Issue
Max Financial Services Limited	Group Company	75,458,088	Preferential Allotment
Max India Limited	Group Company	5,37,86,261	Through Scheme of Arrangement

Performance vis-a-vis Objects

Since incorporation, our Company has not issued any Equity Shares to public. The Equity Shares of our Company will be listed on the Stock Exchanges pursuant to the Scheme.

Issuances for consideration other than Cash

For details in relation to the allotment of Equity Shares for consideration other than cash, see "Capital Structure" on 46.

Outstanding debentures or bonds and redeemable preference shares and other instruments issued by our Company

As on the date of the Information Memorandum, there are no outstanding debentures or bonds or redeemable preference shares or other instruments issued by our Company.

Stock market date for equity shares

The Equity shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of shares through this Information Memorandum.

Disposal of investor grievance of our Company

MAS Services Limited are the Registrar & Share Transfer Agents of our Company. All investor grievances would be redressed within an average period of 15 days from the date of its receipt by our Company or its Registrar & Share Transfer Agent. Investors can contact our Company's Share Registrar & Share Transfer Agent or the Compliance Officer or the Secretarial Department of our Company in case of any share transfer related problem. The addresses and contact numbers are given in section titled "General Information" of this Information Memorandum. For quicker response, investors are requested to mention their contact numbers and email addresses while communicating their grievances.

Shareholders can express their grievances by sending mails to above e-mail id or raise complaints in SCORES (common portal introduced by SEBI). Our Company is registered on SCORES portal. Further, the Shareholders can also raise their grievances with our Company Secretary and Compliance Officer. As on the date of this Information Memorandum, our Company has not received any investor complaints since incorporation.

Mr. Abhishek Mishra is the Company Secretary and Compliance Officer of the Company is vested with responsibility of addressing the Investor Grievance(s) in coordination with Registrar & Transfer Agent.

Name and Contact details of Company Secretary & Compliance Officer

Mr. Abhishek Mishra
Company Secretary & Compliance Officer
Max Towers, L-15,
C-001/A/1, Sector – 16B,
Noida – 201301, Uttar Pradesh, India
Tel.: +91 0120-4743222
Email: **abhishek.mishra@maxestates.in**

Capitalization of Reserves or Profits

Our Company has not capitalised reserves or profits since incorporation.

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Revaluation of Assets

Our Company has not revalued its assets since incorporation.

Undertaking

The complaints received from the investors shall be attended to by the Company expeditiously and satisfactorily. All steps for completion of the necessary formalities for listing and commencement of trading at all stock exchanges where the securities are to be listed are taken within the period prescribed by SEBI.

Changes in auditors

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable
S.R. Batliboi & Co. LLP	Golf View Corporate Tower – B, Sector 42, Sector Road, Gurugram, Haryana- 122002	March 27, 2023	-	-
K.K. Mankeshwar & Co.	121, Pocket-1, Jasola, New Delhi – 110 026	September 26, 2022	March 24, 2023	March 24, 2023

Auditor qualifications which have not been given effect to in the financial statements

There is no audit qualification in the financial statements as disclosed in the Information Memorandum.

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

PART-I

1. Interpretation

Unless the context otherwise requires, words of expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company. The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents unless there be something in the subject or context inconsistent therewith.

"The Act" means the Companies Act, 2013, and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force.

"These Articles" means these Articles of Association as originally framed or as from time to time altered by Special Resolution.

"The Company" means the abovenamed Company.

"The Directors" means the Directors of the Company.

"The Board of Directors" or "The Board" means the Board of Directors of the Company.

"The Managing Director" means the Managing Director of the Company.

"The Office" means the registered office of the Company.

"Register" means the Register of Members of the Company required to be kept under Section 88 of the Act.

"The Registrar" means the Registrar of Companies, as defined by Section 2 (75) of the Act.

"The Secretary" means the company secretary of the Company.

"Dividend" includes bonus but excludes bonus shares.

"Month" means calendar Month.

"Year" means a Calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2 (41) of the Act.

"Seal" means the Common Seal of the Company.

"Proxy" includes Attorney duly constituted under a Power-of Attorney.

2. Table "F" not to apply

(i) To the extent of specific provisions contained in these Articles, the regulations contained in Table F of Schedule I of the Act shall not apply to this Company.

(ii) To the extent of any specific provisions not contained in these Articles but contained in Table F of Schedule I of the Act, such regulations contained in Table F in Schedule I of the Act, in so far as they are applicable to a public company, shall apply to this Company as if such regulations are contained in these Articles.

3. Buy back of shares

Notwithstanding anything to the contrary contained in these Articles but subject to all applicable provisions of the Act, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors of the Company may and if thought fit, buy back such of Company's own shares or securities as it may think necessary, subject to such limit, upon such terms and conditions and subject to such approvals, permissions, consents as may be permitted by the law.

4. Authorized share capital

The authorized share capital of the Company shall be as specified from time to time, in the Memorandum of Association of the Company. The share capital of the Company shall comprise of equity shares and/or preference shares of such amount as may be determined by the Board, from time to time, with power to increase, reduce, subdivide or to repay the same or divide the same into several classes and to attach thereto any rights and to consolidate or subdivide or reorganize the shares, subject to Section 48 of the Act, to vary such rights as may be determined in accordance with the regulations of the Company.

5. Issue of new shares

Subject to all applicable provisions of Act and these Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons, on such, terms and conditions and at such times, either at par or at premium and for such consideration as the Board thinks fit, provided that where at any time it is proposed to increase the subscribed capital of the Company by the allotment of further shares, then subject to the provisions of Section 62 of the Act, the Board shall issue such shares in the manner set out in Section 62 of the Act. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in a general meeting.

6. Return of allotment

As regard all allotments made, from time to time, the Directors shall duly comply with Sections 62 and 42 of the Act.

7. Redeemable Preference Shares

Subject to all applicable provisions of the Act and the provisions of these Articles, the Company shall have power to issue preference shares carrying a right of redemption out of the profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to the provisions of Section 55 of the Act exercise such powers in such manner as may be provided in these Articles.

8. Commission and brokerage

The Company may exercise the powers of paying commission conferred by Section 40 of the Act and in such case it shall comply with the requirements of that Section, including with respect to the rate per cent or the amount of the commission paid or agreed to be paid. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares or debentures, pay such brokerage as may be lawful.

9. Deleted

10. Installments on shares to be duly paid.

If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

11. Liability of joint holders of shares

The joint-holders of a share shall be severally as well as jointly liable for the payment of all installments and call due in respect of such shares.

12. Trust not recognized

Subject to provisions of Section 89 of the Act, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.

13. Who may be registered

Shares may be registered in the name of any person, Company or other body corporate. Not more than four persons shall be registered as joint holders. No share shall be alloted to or registered in the name of person of unsound mind or a partnership.

13A. Dematerialization of Securities

Max Estates Limited

(i) For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a Depository.
'Depository' means a company formed and registered under the Act or the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the SEBI Act.
'Depositories Act' means the Depositories Act, 1996 and the rules enacted therennder.
'SEBI' means the Securities & Exchange Board of India established under the SEBI Act.
'SEBI Act' means the Securities & Exchange Board of India Act, 1992.

(ii) Dematerialisation/ rematerialisation of Securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities, rematerialise its securities and/or to offer securities for subscription in a dematerialised form pursuant to the Depositories Act.

(iii) Option for Investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.
If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(iv) Securities in Depositories in fungible form

All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Section 89 and all other applicable provisions of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

(v) Rights of Depositories and Beneficial Owners

(a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

(vi) Service of Documents

Notwithstanding anything contained in the Act or these Articles to the contrary, where Act securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivering of floppies or discs.

(vii) Transfer of Securities

Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

(viii) Allotment of Securities dealt with in a Depository

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Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(ix) Distinctive numbers of Securities held on Depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

(x) Register of Beneficial Owners

The register and index of beneficial owners maintained by a Depository under the Depositories Act shall be deemed to be the register and index of members and security holders for the purposes of these Articles.

SHARE CERTIFICATES

14. Share Certificates

(i) Issue of Share Certificates.

The issue of share certificate and duplicate and the issue of new share certificates on consolidation or sub-division or in replacement of share certificates which are surrendered for cancellation due to their being defaced torn, old, decrepit or worn out or the cages for recording transfer having been utilised or of share certificates which are lost or destroyed shall be in accordance with the provisions of the Act and the rules enacted thereunder. If any share certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Board and on such indemnity as the Board thinks fit being given a new certificate in lieu thereof shall be given to the party entitled to the shares to which such lost or destroyed certificate shall relate, provided no fee shall be charged for splitting or consolidation of share certificates in lots of market unit or for issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised.

(ii) Members right to Certificate.

Subject to the provisions of the Act and these Articles, every member shall be entitled, free of charge, to one certificate under the Seal of the Company, for all the shares of each class registered in his name, or if the Board so approves, to several certificates each for one or more of such class of shares. The Company, unless prohibited by any provision of law or any order of any Court, Tribunal or other Authority shall within three months after the date of allotment and on surrender to the Company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or of renunciation or in case of issue of bonus shares) of any of its shares or debentures stock and within two months after receipt of the application for the registration of the transfer of any such shares and debentures, as the case may be deliver in accordance with the procedure laid down in Section 20 and any other applicable provisions of the Act, the certificate (s) of all shares or debentures allotted/transferred.

15. Calls

The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the provisions of Section 49 of the Act, make such calls, as the Board thinks fit, upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.

16. Restrictions on powers to make

No call be made payable within one month after the last preceding call was payable.

17. Notice of call.

Not less than 30 days notice of any call shall be given specifying the time and place of payment and to whom such calls shall be paid.

18. When interest on call or installments payable.

(i) If the sum payable in respect of any call or installment be not paid on or before the day of appointment for payment thereof, the holders for the time being in respect of the share for which the call shall have been made or the installment shall be due shall pay interest upon the same at the rate of 18 (Eighteen) percent per annum or such other rate as may be determined by the Board from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest either wholly or in part.

19. Amount payable at fixed times or payable by installments as call.

If by the terms of issue of any share or otherwise any amount is made payable upon allotment or at any fixed time or by installments at fixed times, whether on account of the nominal value of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provisions contained in respect of call shall relate to such amount or installment accordingly.

20. Evidence in actions by company against shareholders.

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is, or was when the claim arose on the Register as a holder, on one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Board who made any call, nor that a quorum was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

21. Payment of calls in advance.

The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money due upon the share held by him beyond the sum actually called for and upon the money so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 12 (Twelve) percent per annum as the member paying such sum in advance and the Board agree upon. But the money so paid in excess of the amount of calls shall not rank for dividends or participate in profits. The Board may at any time repay the amounts so advanced upon giving to such member not less than three month's notice in writing.

22. Revocation of call.

A call may be revoked or postponed at the discretion of the Board.

FORFEITURE & LIEN

23. If call or installment not paid notice may be given.

If any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same, the Board may, at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

24. Form of Notice.

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The notice shall name a day (not being less than thirty days from the date of service of the notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the time, and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeited.

25. If notice not complied with shares may be forfeited.

If the requirement of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given may, at any time thereafter, before, payment of all calls or installments interest and expenses due in respect thereof be forfeited by a resolution of the Board to that effect.

26. Notice after forfeiture.

When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

27. Forfeited share to become property of the Company.

Any share so forfeited shall be deemed to be the property of the Company, and the Board may sell, or otherwise dispose of the same in such manner as it thinks fit.

28. Power to annul forfeiture.

The Board may, at any time, before and so forfeited share shall have been sold, or otherwise disposed of annul the forfeiture thereof upon such conditions as it thinks fit.

29. Liability on forfeiture

A person whose share has been forfeited shall cease to be a member in respect of such share, but shall, notwithstanding such forfeiture, remain liable to pay, and shall, forthwith pay to the Company all calls, or installments, interests and expenses, owing upon or in respect of such share, at the time of the forfeiture, together with interest thereon, from the time of forfeiture, until payment, at 12 (Twelve) percent per annum or at such lower rate as the Board may determine and the Board may enforce, the payment thereof, or any part thereof without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so.

30. Evidence of Forfeiture.

A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, given for the shares on the sale or disposition thereof shall constitute a good title to such share. The person to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture sale or disposition.

31. Forfeiture provision to apply to non-payment.

The provisions of Articles 23 to 27 hereof shall apply in the case of nonpayment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

32. The Company shall have a first and paramount lien upon every share (not being a fully paid up share) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for

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money called or payable at a fixed time in respect of such shares, whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 12 hereof is to have full effect.

Fully paid shares shall be free from all lien, and that in the case of partly paid shares, the company's lien shall be restricted to money called or payable at a fixed time in respect of such shares

Unless otherwise agreed, the registration of transfer of a share shall operate as a waiver of the Company's lien, if any, on such share.

33. As to enforcing lien by sale

For the purpose of enforcing such lien the Board may sell the share subject thereto in such manner as it thinks fit, but no sale shall be made until such time for payment as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator or his committee, curator bonis or other legal representative, as the case may be, and default shall have been made by him or them in the payment of the moneys called or payable at a fixed time in respect of such share for 30 days after the date of such notice.

34. Application of proceeds of sale

The net proceeds of the sale shall be received by the Company and shall after payment of costs of such sale be applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable (as existed upon the share before the sale) and the residue shall be paid to the persons entitled to the share at the date of the sale.

35. Validity of sales in exercise of lien and after forfeiture.

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the power hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the share sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money, and after his name has been entered in the Register in respect of such share the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

36. Board may Issue new certificate.

Where any share under the powers in that behalf herein-contained is sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such share, the Board may issue a new certificate for such share, distinguishing it in such manner as it may think fit from the certificate not so delivered up.

TRANSFER AND TRANSMISSION

37. Execution of transfer etc.

Save as provided in Section 56 of the Act, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or, if no such certificate is in existence, the letter of allotment of the share. The instrument of transfer of any share shall specify the name, address and occupation, if any, of the transferee and the transferor shall be deemed to remain the member in respect of such shares until the name of the transferee is entered in the register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address.

38. Application for registration of transfer.

Application for the registration of the transfer of a share may be made either by the transferor, or the transferee, provided that where such application is made by the transferor, no registration shall in the case of a partly paid share be effected unless the Company gives the notice of the application to the transferee in the manner prescribed by Section 56 of the Act, and subject to the provisions of these Articles the Company shall unless objection is made by the transferee, within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee on the conditions as if the application for registration of the transfer was made by the transferee.

39. Form of Transfer.

The instrument of transfer shall be in writing in such form as may be prescribed by the Act, and all the provisions of Sections 56 of the Act shall be duly complied with in respect of all transfers of shares and the registration thereof.

40. Restriction on Transfer.

Subject to the provisions of Section 58 of the Act, the Board, without assigning any reason for such refusal may, refuse to register any transfer of, or the transmission by operation of law of the right to a share other than fully paid up. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on shares.

41. Transfer to minor etc.

No transfer shall be made to partnership firm or a person of unsound mind. However, fully paid up shares may be transferred in the name of a minor through his guardian.

42. Transfer be left at office and when to be retained.

Every instrument of transfer shall be left at the Office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in existence, by the letter of allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share, and the transferor shall (subject to the Board's right to decline to register hereinbefore mentioned) be registered as a member in respect of such share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.

43. Notice of refusal to register transfer

If the Board refuses, whether in pursuance of Article 40 or otherwise to register the transfer of, or the transmission by operation of law of the right to any, share, the Company shall give notice of the refusal in accordance with the provision of Section 58 of the Act.

44. Fee on registration of transfer.

No fee shall be charged by the Company of registration of transfer.

45. Suspension of registration of transfer.

Subject to the provisions of Section 91 of the Act, the registration of transfer may be suspended at such time and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

46. Deleted.

47. Transmission of registered shares.

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The executor or administrator of a deceased member (not being one of the several joint-holders) shall be the only person recognised in the name of such member, and in case of the death of anyone or more of the joint-holders of any registered share, the survivor shall be the only person recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on the share held by him jointly with any other person. Before recognising any executor or administrator the Board may require him to obtain a grant of Probate or letters of Administration or other legal representation, as the case may be from a court in India competent to grant it. Provided, nevertheless, that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the board to dispense with the production of probate or letters of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board, in its absolute discretion, may think fit.

48. As to transfer of shares in insane, minor, deceased, bankrupt members.

Any committee or curator points of a lunatic or guardian of a minor member or any person becoming entitled to a share in consequence of insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this article or of his title as the Board thinks sufficient, may, with the consent of the Board (which the Board shall not be bound to give) be registered as a member in respect of such share, or may subject to the regulation as to transfer, herein contained transfer such shares.

49. Transmission Article.

(i) If the person so becoming entitled under the Transmission Article shall elect to be registered as holder of the share himself, he shall deliver or send to Company a notice in writing signed by him stating that he so elects.

(ii) Election under the Transmission Article

If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share.

(iii) All the limitations restrictions and provisions of these Articles relating to the right to transfer and the registration of instrument of transfer of a share shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the member had not occurred and the notice of transfer were signed by that member.

50. Rights of persons entitled to shares under the transmission Article.

A person so becoming entitled under the Transmission Article to shares by reason of the death, lunacy, bankruptcy or insolvency of the holder shall subject to the provisions of Article 43 and of Section 123 of the Act, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the shares. Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the shares. and if the notice is not complied with within ninety days the Board may thereafter with-hold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

ALTERATION OF CAPITAL

51. Power to increase capital.

Subject to the applicable provisions of the Act, the Company may, from time to time, by ordinary resolution alter conditions of its Memorandum of Association to increase its capital by the creation of new share of such amount and class as may be specified in the resolution.

52. On what condition new shares may be issued.

Subject to any special rights for the time being attached to any share in the capital of the Company then issued and to the provisions of Section 62 of the Act the new shares may be issued upon such terms and conditions, and with such rights attached thereto as the general meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine, and in particular such shares may be issued with a preferential right to dividends and in the distribution of assets of the Company.

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52A. Keeping in abeyance rights shares pending transfer

Notwithstanding anything contained in Article 20 or the Act, the offer of rights shares under Section 62 (1) (a) of the Act on shares in respect of which instrument of transfer of shares has been delivered to the Company for registration and the transfer of shares has not been registered by the Company shall be kept in abeyance pending transfer.

53. Provision relating to the issue.

Before the issue of any new shares, the Company in general meeting may, subject to the provisions of the Act, make provisions as to the allotment and issue of shares and in particular may determine to whom the same shall be offered in the first instance and whether at par or at premium or at a discount.

54. Ranking of new shares with existing shares.

Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the then existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.

55. Inequality in number of new shares.

If, owing to any inequality in the number of new shares to be issued, and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the members, such difficulty shall, in the absence of any direction in the resolution creating the shares or by the Company in general meeting be determined by the Board.

56. Reduction of capital etc.

Subject to all applicable provisions of the Act the Company may, from time to time, by special resolution reduce its capital, and capital redemption reserve account or share premium account in any manner and with and subject to any incident authorized and consent required by law. Notwithstanding anything contained in these Articles so long as any money remains due by the Company under or by virtue of any deed of mortgage executed by the Company in favour of the Corporation, no change will be made in the capital or by issue of further shares or otherwise whatsoever save with the previous consent in writing of the Corporation.

57. Subject to Section 61 of the Act, the Company may, from time to time, by ordinary resolution:

(i) Consolidate and divide all or any of its shares into shares of larger amount than its existing shares;

(ii) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived:

(iii) Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of shares so cancelled.

58. Surrender of shares.

Subject to the applicable provisions of the Act, the Board may accept from any member the surrender on such terms and conditions, as shall be agreed of all or any of his shares.

59. Conversion of shares into Stock..

Subject to Section 61 of the Act, the Company may, from time to time, by ordinary resolution,
(i) convert any fully paid up shares into stock, and

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(ii) reconvert any stock into fully paid up shares of any denomination.

60. Transfer of Stock.

The holders of stock may transfer the same or any part thereof in the same manner and also subject to the same regulations under which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Board may, from time to time, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which stock arose.

61. Rights of Stock-holders.

The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at the meetings of the company, and other matters as they hold the shares from which the stock arose, but no such privileges or advantages (except participation in the dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

62. "Stock" and "Stock holder".

Such of the Articles of the Company (other than relating to share warrants) as are applicable to paid up shares shall apply to stock and the words "Share" and "Share-holder" therein shall include "Stock and" and "Stock-holder" respectively.

SHARE WARRANTS

63. Power to issue Warrants.

Subject to the applicable provisions of the Act and subject to any directions which may be given by the Company in general meeting, the directors may issue share warrants in such manner and on such terms and conditions as the Board thinks fit.

MODIFICATION OF RIGHTS

64. Power to modify rights.

The rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less then three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at separate meeting of the holders of the shares of that class. In every such separate meeting the provisions of these Articles relating to general meeting shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least, holding or representing by proxy one- third of the issued shares of that class.

BORROWING POWERS

65. Power to borrow.

The Board may, from time to time, at its discretion, subject to the provisions of Sections 179 and 180 of the Act, raise of borrow either from the Directors or Central Government or State Governments, Bank, Corporation or any other party or parties and secure the payment of any sum of sums of money for the purposes of the Company. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and, in particular by the issue of bonds perpetual or redeemable debentures or debenture stock or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for time being, and Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon, and shall subject to the provisions of Section 197 of the Act, be entitled to receive such payment as consideration for giving guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise. Notwithstanding anything contained in these Articles and so long as any money remains due by the Company to the Corporation under or by virtue of any deed of mortgage executed by the Company in favour of the Corporation the following provisions shall have effect;

(i) No Director shall be entitled to receive any payments as consideration for giving any guarantee in respect of loan by the Corporation to the Company.

(ii) The Company, the Directors or the Managing Director shall not create, purport or attempt to create, without the previous consent in writing of the Corporation, any charge or mortgage or other encumbrance, in respect of the properties or assets mortgaged and charged in favour of the Corporation or any part thereof in respect of any of the machinery stores and machinery spares belonging to the Company.

66. Issue at discounts etc. or with special privileges.

Any debentures or debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special rights, as to redemption, surrender, drawing, allotment of shares, appointment of Directors and otherwise. Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person, to whom the same may be issued. Provided that debentures with the right to allotment of or conversion into share shall not be issued except in confirmity with the provisions of Sections 62 and 71 of the Act.

67. Instrument of transfer of debentures.

Save as provided in Section 56 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company together with the certificate or certificates of the debentures.

68. Refusal to register transfer.

Subject to the provisions of Section 58 of the Act, the Board may without assigning any reason refuse to register the transfer of any debenture.

GENERAL MEETING

69. When Annual General Meeting to be held

In addition to any other meetings, annual general meetings of the Company shall be held within such intervals as are specified in Section 96 read with Section 129 of the Act at such times and places as may be determined by the Board. All other meetings of the Company, shall except in the case of the statutory meeting, be called extra-ordinary general meetings and shall be convened under the provisions of the next following Article.

70. When Extraordinary meeting to be called.

The Directors may, whenever they think fit, call an extra-ordinary general meeting, and an extraordinary general meeting shall also be held on such requisition or in default may be called by such requisitionists, as provided by Section 100 of the Act. If at any time there are not within India sufficient Directors capable of acting to form a quorum by Directors any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible as that in which meeting may be called by the Directors.

71. Circulation of member's resolution.

The Company shall comply with the provisions of Section 111 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.

72. Notice of Meeting.

Subject to the provision of Section 101 of the Act, notice of every meeting of the Company shall be given to such persons and in such manner as provided by Section 101 of the Act. Where any business consists of "special

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business" as hereinafter defined in Section 101, there shall be annexed to the notice a statement complying with Section 101 of the Act.

73. Accidentals Omission to give notice.

The accidental omission to give any such notice to or the non-receipt thereof by any member or other persons to whom it should be given, shall not invalidate the proceedings of the meeting.

PROCEEDINGS AT GENERAL MEETING

74. Business of Meetings.

The ordinary business of an annual general meeting shall be to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and of the auditors, to elect Directors in the place of those retiring by rotation, to appoint auditors and fix their remuneration and to declare dividends. All other business transacted at the annual general meeting and all business at any other general meeting shall be deemed special business.

75. Quorum be present when business commenced.

No business shall be transacted at any general meeting unless a quorum of members is present in accordance with Section 103 of the Act at the time when the meeting proceeds to business.

76. When quorum not present meeting to be dissolved and when to be adjourned.

If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned in accordance with the provisions of Section 103 of the Act.

77. Resolution to be passed by the Company in general meeting.

Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in general meeting be sufficiently so done or passed if effected by an ordinary resolution as defined in Section 114 of the Act, unless either the Act or these Articles specifically require such act to be done or resolution passed as a Special Resolution as defined in Section 114 of the Act.

78. Chairman of General Meeting.

The chairman of the Board shall be entitled to take the chair at every general meeting. If there be no such chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the members present shall choose another Director as chairman, and if no Director be present or if all the Directors present decline to take the chair, then the members present shall, on a show of hands or on a poll if properly demanded, elect one of their number being a member entitled to vote, to be the chairman of the meeting.

79. How questions to be decided at meetings casting vote.

Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes both on a show of hands and on a poll, the chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as member.

80. What is to be evidence of the passing of a resolution where poll not demanded.

At any general meeting a resolution put to vote shall be decided on show of hands, unless before or on the declaration of the result of the show of hands, a poll is ordered to be taken by the chairman of the meeting of his own motion or unless a poll is demanded by a member or members present in person or by proxy and holding shares in the Company:

(i) Which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution; or

(ii) on which an aggregate sum of not less than Rs. 50,000 has been paid up.

The demand for poll may be withdrawn at any time by the person or persons who made the demand. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

81. Poll.

(i) If a poll be demanded as aforesaid it shall be taken forthwith on a question of adjournment or election of the chairman of the meeting and in any other case in such manner and at such time not being later than forty eight hours from the time when the demand was made, and at such place as the chairman of the meeting directs and subject to as aforesaid, either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded.

(ii) The demand for a poll may be withdrawn at any time by the person or person who made the demand.

(iii) Where a poll is to be taken, the chairman of the meeting shall appoint two scrutinizers, one at least of whom shall be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed to scrutinize the votes given on the poll and to report to him thereon.

(iv) On a poll, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all of his votes or cast in the same way all the votes he use.

(v) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

82. Power to adjourn general meeting.

(i) The chairman of a general meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place.

(ii) When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting, if it is adjourned for less than 30 days.

83. Votes on show of hand and on poll.

Subject to the provisions of the Act and particularly of Section 47 thereof and of these Articles:

(i) upon a show of hands of every member holding equity shares and entitled to vote and present in person (including an attorney or a representative of a body corporate) shall have one vote:

(ii) upon poll the voting right of every member holding equity shares and entitled to vote and present in person (including a corporation or company present as aforesaid) or by attorney or by proxy shall be in the same proportion as the capital paid on the equity share or shares (whether fully paid or partly paid) held by him bears to the total paid up equity capital of the Company;

(iii) upon a show of hands or upon a poll, the voting right of every member holding preference shares shall be subject to the provisions, limitations and restrictions laid down in Section 47 of the Act.

84. Procedure where a company is member of the Company.

Where a company or a body corporate (hereinafter called "member company") is a member of the Company, a person duly appointed by resolution in accordance with the provisions of Section 113 of the Act to represent such member company at meeting of the Company shall not, by reason of such appointment, be deemed to be a proxy, and lodging with the Company at the Office or production at the meeting of a copy of such resolution duly signed by one Director of such member Company and certified by him as being a true copy of the resolution shall, on production at the meeting, be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers including the rights to vote by proxy on behalf of the member company which he represents, as that member company could exercise if it were an individual member.

85. Votes in respect of deceased, insane and insolvent member.

Any person entitled under the Transmission Article to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the member registered in respect of such shares, provided that forty eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non-composmentis, he may vote whether on a show of hands or a poll by his committee; curator or other legal curator and such last- mentioned persons may give their votes by proxy.

86. Member registered jointly.

Where there are members registered jointly in respect of any one share any one of such person may vote at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto and if more than one of such members be present at any meeting either personally or by proxy then one of the said members so present whose name stands first on the Register in respect of such share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purpose of this Article, be deemed to be members registered jointly in respect thereof.

87. Vote on poll.

On a poll, votes may be given either personally or by proxy, or in the case of a body corporate by a representative duly authorised as aforesaid.

88. Instrument appointing proxy to be in writing.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a body corporate be under its common seal or the hand of its office or attorney duly authorised. A proxy who is appointed for a specified meeting only shall be called a special proxy, any other proxy shall be called general proxy.

89. Proxies may be general or special.

A person may be appointed a proxy though he is not a member of the Company and every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that the proxy need not be a member of the Company.

90. Instrument appointing a proxy to be deposited at the Office.

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Office not less than forty eight hours before the time for holding the meeting at which the person named in default the instrument on proxy shall not be treated as valid.

91. When vote by proxy valid although authority revoked.

A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the prior death or insanity of the principal, or revocation of the instrument, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the share shall have been received by the Company at the office before the vote is given. Provided nevertheless that the chairman of the meeting shall be entitled to require such evidence as he may in his discretion think fit, of the due execution of instrument of proxy and that the same has not been revoked.

92. Form of instrument appointing proxy

An instrument appointing proxy, whether for a specific meeting or otherwise, shall be in the form prescribed under the Act, or a form as near thereto as circumstances admit.

93. Restriction on voting.

No member shall be entitled to exercise any voting right either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

94. Admission or rejection of votes

(i) An objection as to the admission or rejection of any vote either, on a show of hands, or on a poll, made in due time shall be referred to the Chairman of the meeting who shall forthwith determine the same and such determination made in good faith shall be final and conclusive.

(ii) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote disallowed at such meeting shall be valid for all purposes.

DIRECTORS

95. Number of Directors

The number of Directors of the Company shall not be less than three (3) or more than fifteen (15), excluding any debentureholder director or alternate director, provided that any increase in the number of Directors in office beyond 15 (fifteen), would require the approval of the shareholders of the Company in a general meeting by way of special resolution under Section 149 of the Act.

96. Company in General Meeting to increase of decrease number of Directors.

The Company in general meeting may, from time to time, increase or reduce the number of Directors within the limits fixed by Article 95.

97. Deleted

98. Notwithstanding anything to the contrary contained in these Articles so long as any moneys shall be owing by the Company to Industrial Development Bank of India (IDBI), or Industrial Finance Corporation of India (IFCI), or the Industrial Credit and Investment Corporation of India Limited. (ICICI), or Life Insurance Corporation of India (LIC),or Unit Trust of India (UTI) or any other Financing Corporation or Company or Body (hereinafter referred to as the Corporation), or so long as the Corporation holds any shares/debentures in the Company as a result of subscription or underwriting, or conversion of loan/debenture into equity capital of the Company or so long as any guarantee given by the Corporation in respect of any financial obligation or commitment of the Company remains outstanding the Corporation shall, pursuant to an agreement between it and the Company, have a right to appoint one or more persons as Director(s) on the Board of Directors of the Company (each such director is hereinafter referred to as "the Nominee Director"). The Nominee Director shall not be required to hold qualification shares and shall not be liable to retire by rotation. The Corporation may at any time and from time to time remove the Nominee Director appointed by it and may, in the event of such removal and also in the case of death or resignation of the Nominee Director, appoint another in his place and also fill any vacancy which may occur as a result of the Nominee Director ceasing to hold office for any reason whatsoever. Such appointment or removal shall be made in writing by the Corporation and shall be delivered to the Company at its Office. The Board of Directors of the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all general meetings and meetings of the committee of which he is member, and he and the Corporation appointing him shall also be entitled to receive

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notice of all such meetings. The Nominee Director shall be paid normal fees and expenses to which other Directors are entitled, provided that if the Nominee Director nominated by IDBI is an Officer of the Reserve Bank of India (RBI) or (IDBI), unless IDBI otherwise directs, no sitting fees shall be payable to him but the Company shall reimburse RBI or IDBI as the case may be, the amount paid or payable under its rules to such Nominee Director on account of travelling and halting allowances and any other expenses for attending any meeting of the Board or Committee.

99. Share qualification of Director.

Unless otherwise determined by a special resolution in a general meeting of the Company amending this Article a Director of the Company shall not be required to hold any share as his qualification.

100. Director's remuneration.

The Director shall receive and the Company shall pay remuneration not exceeding such sum as may be prescribed by the Act or the Central Goverument in that behalf towards fee for attending meetings of the Board or its Committees as may be determined by the Board from time to time.

101. Remuneration for extra services.

If a Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of residence for any of the purposes of the company or in giving special attention to the business of the Company or as a member of a committee to the Board then, subject to the provisions of Section 197 of the Act, the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

The directors subject to the provisions of Section 197 of the Act may be paid commission by way of additional remuneration not exceeding 1% of net annual profits of the company computed in the manner laid down in Section 198 of the Act. Such commission may be divided equally amongst the directors on the board on the last day of the financial year of the company to which the commission relates, unless they decide otherwise. Provided that the Directors appointed on the Board on recommendation by the Central Government shall not be entitled to receive the above remuneration.

102. Vacation of office of Directors.

The office of the Director shall ipso-facto become vacant if at any time he commits any of the acts or sustains any of the inabilities set out in Section 167 of the Act.

103. Resignation of Director.

A Director may at any time resign from his office by notice in writing served on the Company and such resignation shall be effective when the said notice is received by the Company.

104. Office of Profit.

No Director or other person referred to in Section 188 of the Act shall hold an office or place of profit save as permitted by that section.

105. Appointment of Director as Director of Company in which the company is interested.

A Director of this Company may be or become a Director of any other company promoted by this Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such company.

106. Conditions under which Directors may contract with company.

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Subject to the provisions of Section 188 of the Act, neither shall a Director be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a member or Director, be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding Office or of the fiduciary relation thereby established.

107. Disclosure of a Director's interest.

Every Director shall comply with the provisions of Section 184 of the Act, regarding disclosure of his concern or interest in any contract or arrangement entered into or to be entered into by the Company.

108. Discussion and voting by Director interested.

Save as permitted by Section 184 of the Act or any other applicable provision of the Act, no Director shall, as a Director, take any part in the discussion of, or vote on any contract or arrangement in which he is in any way, whether directly or indirectly, concerned or interested nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote.

APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS

109. Additional Directors.

The Board shall have power, at any time and from time to time to appoint any person as an additional Director on the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by these articles. Any Director so appointed shall hold office only upto the date of the next annual general meeting of the Company and shall then be eligible for re-appointment by such general meeting.

110. Alternate Directors.

The Directors may appoint any person to act as a Director during the latter's absence for a period of not less than three months from India and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote there at accordingly; but he shall ipso facto vacate office if and when the absentee Director returns to India or the absentee Director vacates office as a Director.

111. Board may fill up casual Vacancies.

If any Director appointed by the Company in a general meeting vacates office as a Director before his term of office expires in the normal course the resulting casual vacancy may be filled up by the Board at a meeting of the Board, but any person so appointed shall remain in his office so long as the vacating Director would have retained the same if no vacancy had occurred, provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director in accordance with the provisions of Section 169 of the Act.

111A. Appointment of Non–Rotational Directors
The Board of Directors of the Company is empowered to appoint upto one-third of its strength as non-rotational Directors, subject to a maximum of three, excluding nominees of Financial Institutions in accordance with Article 98 above.

112. Rotation and retirement.

At each annual general meeting of the Company one-half of such of the Directors for the time being as are liable to retire by rotation, or if their number is not in multiple of two, then number rounded off to next integer, shall retire from office.

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113. Which Directors retires.

Subject to the provisions of these Articles, the Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between person who became Director on the same day those to retire shall, in default of and subject to any agreement among themselves; be determined by lot.

113A. Retirement age of Directors

The Directors, who are not in the employment of the Company, shall compulsorily retire on completion of the age of 80 years and those directors in employment of the Company as managing or whole time directors shall compulsorily retire on completion of the age of 65 years.

114. Vacancies to be filled in at the general meeting.

No person not being a retiring Director shall be eligible for appointment to the office of Director at any general meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the Office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that Office as the case may be, along with a deposit of Rs. 1,00,000/- which shall be refunded to such person as the case may be, to such member if the person succeeds in getting elected as a Director and unless he has by himself or by his agent authorised in writing, signed and filed with the Registrar of Companies a consent in writing to act as such Director.

115. Appointment of Key Managerial Personnel.

(i) The Company shall appoint key managerial personnel as required in terms of Section 203 of the Act.

(ii) Every key managerial personnel of the Company shall be appointed by the Board, for such term, at such remuneration and upon such conditions as it may thing fit, by means of a resolution of the Board containing the terms and conditions of the appointment, including remuneration.

(iii) A Director may be appointed as a key managerial personnel of the Company.

116. Vacation of office by Managing Directors.

(i) Subject to the provisions of Section 152 of the Act, a managing director shall not, while he continues to hold that office be subject to retirement by rotation, but he shall be reckoned as a Director for the purpose of determining the retirement of Directors by rotation or in fixing number of Directors but he shall be subject to the same provisions as to resignation, and removal as the other Directors and he shall, ipso facto and immediately, cease to be Managing Director if he ceases to hold the office of Director from any cause.

(ii) Seniorities of Managing Directors.

If at any time the Company has more than one managing director, the incumbent who has held such office for the longest duration shall not be liable to retire by rotation.

117. Remuneration of Managing or whole time Director.

Subject to the provisions of Section 197 of the Act, a managing or whole-time Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profit of the Company or partly by one way and partly by the other as may from, time to time, be determined by a resolution passed by the Company in general meeting.

118. Powers of Managing or Whole time Director.

Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 thereof, the Board may, from time to time, entrust to and confer upon a managing director or whole-time Director for the time being, such of the powers exercisable under these presents by the Board as it may think fit,

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and may confer such power for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as it thinks fit, and the Board may, from time to time, revoke, withdraw, alter or vary any such powers.

PROCEEDINGS OF DIRECTORS

119. Meetings of Directors

(i) Subject to Section 173 of the Act, the Board shall meet together atleast four times in a year for disposal of business, adjourn and otherwise regulate its proceedings as it may think fit.

(ii) Notice of every meeting of the Board shall be given to the Directors in accordance with the provisions of Section 173 of the Act.

120. Board may act not-withstanding vacancy.

The continuing Directors may act not-withstanding any vacancy in the Board, but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or of summoning a general meeting of the Company, but for no other purpose.

121. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If the quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board the meeting shall be adjourned until such date and time as the Chairman of the Board shall by notice appoint.

122. Director may summon meeting.

A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

123. Chairman.

The Board may appoint a chairman of the Board meetings and determine the period for which he is to hold office. All meetings of the Directors shall be presided over by the chairman present but if at any meeting of the Directors the chairman be not present at the time appointed for holding the same, then in that case, the vice chairman, if present, shall be the chairman of such meeting and if the vice chairman be also not present, then in that case, the Directors shall choose one of the Directors present to preside at the meeting.

124. Power of Quorum.

A meeting of the Board, at which a quorum be present, shall be competent to exercise all or any of the authorities, powers, and discretions by or under these Articles or the Act for the time being vested in or exercisable by the Board.

125. How questions to be decided casting vote.

Subject to the applicable provisions of the Act and to the provisions of these Articles, questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

126. Power to appoint committees and to delegate.

The Board may, subject to the provisions of the Act and to the provisions of these Articles, from time to time and at any time, delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit, and may, from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the power so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Board.

127. Proceedings of Committee.

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The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Articles.

128. When acts of Director or committee valid notwithstanding- defective appointment etc.

All acts done by any meeting of the Directors, or by a committee of Directors, or any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified or had vacated office by virtue of any provision contained in the Act or in these Articles be as valid as if every such Director or person had been duly appointed and was qualified to be a Director and had not vacated such office provided that nothing in this Article shall be deemed to give validity to acts done by a Director after the appointment of such director has been shown to be invalid or to have been terminated.

129. Resolution of Board Meeting.

Save in those cases where a resolution is required by Section 179 of the Act or any other provisions of the Act to be passed at a meeting of the Board, a resolution shall be valid and effectual as if it had been passed at a meeting of the Board or committee of the Board, as the case may be, duly called and constituted, if it is passed by circulation in the manner as provided in Section 175 of the Act.

MINUTES

130. Minutes to be made.

(i) The Board shall, in accordance with the provisions of Section 118 of the Act, cause minutes to be kept of proceedings of every general meeting of the Company and of every meeting of the Board or of every committee of the Board.

(ii) Any such minutes of proceedings of any meeting of the Board or of any committee of the Board or of the Company in a general meeting if kept in accordance with the provisions of Section 118 of the Act, shall be evidence of the matters stated in such minutes.

POWERS OF THE BOARD

131. General Powers of Company vested in the Board.

(i) Subject to the provisions of the Act, including Section 180 of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the company is authorised to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles or in any regulation not inconsistent therewith and duly made thereunder including regulations made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been made.

(ii) Power to Delegate.

Without prejudice to general powers conferred by the preceding Sub- Article, the Directors may from time to time and at any time subject to the restrictions contained in the act, delegate to secretaries, officers, assistants, and other employees or other persons any of the powers, authorities and discretions for the time being vested in the Board and the Board may, at any time, remove any person so appointed and may annul or vary such delegation.

132. Local Management Powers of attorney seal for use abroad and foreign and foreign registers.

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The Board may, subject to the provisions of the Act, make such arrangements as it may think fit for the management of the Company's affairs abroad and for such purposes appoint local bodies, attorneys and agents and fix their remuneration and delegate to them such power as the Board may deem requisite or expedient. The Company may also exercise the power of Section 88 of the Act with reference to the keeping of foreign registers.

133. Directors etc. may hold office or place of profit.

Any Director or the person referred to in Section 188 of the Act, may be appointed to or hold any office or place of profit under the Company or under subsidiary of the Company in accordance with and subject to the provisions of the said section.

134. Deleted

135. Deleted

136. Power to authenticate documents.

Save as otherwise provided in the Act, any Director or the Secretary or any person appointed by the Board to the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed by the Company or the Board and any books, records, documents account relating to the business of the Company and to certify copies thereof or extracts there from as true copies or extracts and where any books, records, documents or accounts are elsewhere than at the office, the local manager or either officer of the company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

137. Certified copies resolution of Directors

A document purporting to be a copy of a resolution of the Board or an extract from the minutes of meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Board.

THE SEAL

138. Affixing of the Seal

(i) The Board shall provide for the safe custody of the Seal.

(ii) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of two directors or at least one Director and Secretary or some other person appointed by the Board for the purpose : and those two Directors or a Director and Secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

RESERVES

139. Reserve.

Subject to the provisions of Section 123 of the Act, the Board of Directors may, from time to time, before recommending any dividend, set apart any such portion of the profits of the company as it thinks fit as reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the company, for equalisation of dividends, for repairing, improving or maintaining any of the property of the company and for such other purposes of the company as the Board in its absolute discretion thinks conducive to the interest of the company and may, subject to applicable provisions of the Act, invest the several sums so set aside upon such investments (other than shares of the Company) as it may think fit and from time to time deal with and vary such investment and dispose off all or any part thereof for the benefit of the company and may divide the reserves into such special funds as it thinks fit, with full power to employ the reserves or any part thereof in the business of the company and that without being bound to keep the same separate from the other assets.

140. Capitalisation of Reserves.

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Any general meeting may, upon the recommendation of the Board, resolve that any moneys, investments, or other assets forming part of the undivided profits of the company and standing to the credit of the reserves, or any capital redemption reserve account in the hands of the Company and available for dividend or re-presenting premium received on the issue of shares and standing to the credit of the share premium account be capitalised, and be set free for distribution amongst such of the shareholders as would be entitled to receive the same if distributed by way of footing that they become entitled thereto as capital and that all or any part of such capitalised fund applied on behalf of such shareholders in paying up in full any unissued shares which shall be distributed accordingly or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by the shareholders in full satisfaction of their interest in the said capitalised sum. Provided that any sum standing to the credit of a share premium account or a capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to member of the Company as fully paid bonus shares.

141. Distribution of Capital profits

The Company in a general meeting may, at any time and from time, to time resolve that any surplus money in the hands of the Company representing capital profits arising from the receipt of money received or recovered in respect of or arising from the realisation of any capital assets of the Company, or any investment representing the same instead of being applied in the purchase of other capital and in the same as capital and in the same proportions in which they would have been entitled to receive the same if it had been entitled to receive the same if it had been distributed by way of dividend provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hand of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being.

142. For the purpose of giving effect to any resolution under the two last preceding Articles the Board may settle any difficulty which may arise in regard to the distribution as if thinks expedient and in particular may issue fractions certificates and may fix the value for distribution of any specific assets and may determine the cash Payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or capitalised fund as may seem expedient to the Board. Where required, a proper contract shall be filed in accordance with Section 39 of the Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend for capitalised fund and such appointment shall be effective.

DIVIDENDS

143. How profits shall be divisible.

The divisible profits of the Company shall be determined by setting aside for reserves appropriate amounts as provided hereinbefore. The residual amount shall be utilised for payment of dividend to shareholders having preferential rights and the equity shareholders in that order. The Board shall be at liberty to recommend payment of dividend to equity shareholders either on pro-rata basis or at a flat rate. Amounts paid-up in advance of calls on equity shares, whilst carrying interest, shall not be entitled to dividend or a right to participate in profits.

Subject to the rights of the members entitled to share (if any) with preferential rights attached thereto, the profits of the Company be determined to dividend in respect of any year or other period shall be applied in the payment of a dividend on the equity shares of the Company. The Board shall be at liberty to recommend payment of dividend either on pro-rata basis or at a flat rate on the shares allotted. Where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest rank for dividends or confer a right to participate in profits."

144. Declaration of dividends.

Subject to Section 123 of the Act, the Company, in an annual general meeting, may declare a dividend to be paid to the members according to their rights and interest in the profit of the company.

145. Restrictions of amount of dividends.

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No larger dividend shall be declared than is recommended by the Board; but the Company in an annual general meeting may declare a smaller dividend.

146. Interim dividend.

The Board may, from time to time, pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company.

147. Distribution of dividend within thirty days.

All dividends shall be paid, or the warrants in respect thereof shall be posted, within thirty days from the date of the declaration by the shareholders entitled to the payment of the dividend.

148. Debits may be deducted.

The Board may deduct from any dividend payable to any member all sums of moneys, if any, presently payable by him to the Company on account of calls or otherwise relating to the shares of the Company.

149. Dividend and call together.

Any general meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, not exceeding the amount remaining unpaid on the share, but so that the call on such member also does not exceed the dividend payable to him and so that call be made payable at the same time as the dividend and in such case the dividend may, if so arranged between the Company and the members be set of against the call.

150. Dividend in cash

No dividend shall be payable except in cash; provided that nothing in the foregoing shall be deemed to prohibit the capitalisation of profits or reserve of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on the shares held by the members of the Company.

151. Effect of transfer.

Dividend on shares, in respect of which instrument of transfer of shares has been delivered to the Company for registration and the transfer of shares has not been registered by the Company, shall be transferred to a special account referred to in Section 123 of the Act, pending transfer unless the Company is authorised by the registered holder of such shares, in writing, to pay such dividend to the transferee specified in such instrument of transfer.

152. Payment of interest on capital.

The Company may pay interest on capital raised for the construction of works or buildings when and so far as shall be authorised to do by the Act.

153. To whom dividends payable

No dividend shall be paid in respect of any share except to the registered holder of such shares or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered shareholder to make a separate application to the Company for payment of the dividend. Nothing in this Article shall be deemed to affect in any manner the operation of Article 157.

154. Dividend to joint holders.

Anyone of several persons who are registered as joint-holders of any shares may give effectual receipt for all dividends, bonuses and other payments in respect of such shares.

155. Notice of dividends.

Notice of any dividend; whether interim or otherwise shall be given to the persons entitled to share therein in the manner hereinafter provided.

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156. Payment by post.

Unless otherwise directed in accordance with Section 123 of the Act, any, dividend, interest or other money payable in cash in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the members or in case of members who are registered jointly to the registered address of that one of such members who is first named in the Register in respect of the joint-holding or to such person and such address as the member or members who are registered jointly as the case may be, may direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. The company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement on any cheqne or warrant or fraudulent recovery thereof by any other means.

157. Unpaid or unclaimed dividends.

No unpaid of unclaimed dividend shall be forfeited unless the claim thereto becomes barred by law. The Company shall comply with the provisions of Section 123 of the Act in respect of unpaid or unclaimed dividend.

BOOKS AND DOCUMENTS

158. Where to be kept.

The books of account shall be kept at the Registered Office or at such other place in India as the Board may, from time to time, decide.

159. When accounts to be deemed finally settled.

Every balance sheet and profit and loss account of the Company when audited and adopted by the Company in an annual general meeting shall be conclusive.

160. Registers, Books and documents to be maintained by the Company.

(i) The company shall maintain all Registers, Books and Documents as required by the Act or these Articles including the following namely :-

(a) Register of Investments under Section 187 of the Act.

(b) Register of Debentures and Charges under Section 85 of the Act,

(c) Register of Members and index of Members under Section 88 of the Act.

(d) Register and index of Debenture-holders under Section 88 of the Act.

(e) Register of contracts with and of companies and firms in which Directors of the Company are interested under Section 189 of the Act, and shall enter therein the relevant particulars contained in Sections 184 and 188 of the Act:

(f) Register of Directors, Managing Directors and Secretary under Section 170 of the Act.

(g) Register of Share-holdings and Debenture holdings of Directors under Section 170 of the Act.

(h) Books of Account under the provisions of Section 128 of the Act.

(i) Copies of instruments creating any charges requiring registration under section 85 of the Act.

(j) Copies of Annual Returns under Section 92 of the Act together with the copies of the Certificates:.

(k) Register of Renewed and Duplicate Certificates under Section 46 of the Act.

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(ii) The said registers, books and documents shall be maintained in conformity with the applicable provisions of the Act and shall be kept open for inspection for such persons as may be entitled thereto respectively, under the Act, on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the Act, or these Articles and extracts shall be supplied to those persons entitled thereto in accordance with the provisions, of the Act or these Articles.

(iii) The Company may keep a Foreign Register of Members in accordance with Section 88 of the Act. Subject to the provisions of Section 88 of the Act, the Directors may from time to time make such provisions as may think fit in respect of the keeping of Branch Registers of Members and/or Debenture-holders.

INTEREST OUT OF CAPITAL

161. Where any shares are issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up for the period, at the rate and subject to the conditions and restrictions provided by the Act and may charge the same to capital as part of the cost construction of the works or building or the provision of plant.

ANNUAL RETURNS

162. Annual Return

The Company shall make the requisite annual returns in accordance with the provisions of Section 92 of the Act, and shall file with the Registrar copies of the balance sheet and profit and loss account in accordance with Section 137 of the Act.

AUDIT AND AUDITORS

163. Audit

(i) Once at least in every year, the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet, ascertained by the auditor or auditors of the Company.

(ii) Appointment and remuneration of auditors.

Appointment, re-appointment, rotation, removal, resignation and remuneration, duties and powers etc. of the auditors of the Company shall be in accordance with the applicable provisions of the Act.

(iii) Audit of Accounts of Branch.

Where the Company has a branch office the provision of Section 243 of the Act shall apply.

(iv) Right of Auditor to attend the General meeting.

All notices and other communications relating to any general meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the auditor of the Company and the auditor shall also be entitled to attend any general meeting and to be heard at any general meeting which he attends on any part of the business which concern him as auditor.

(v) Auditors Report to be read in

The auditor's report shall be read before the Company in every annual general meeting and shall be open to inspection by any member of the Company.

SERVICES OF NOTICES AND DOCUMENTS

164. How notice to be served on members.

(i) A notice or other document shall be given or sent by the Company to any member either personally or by sending it by post to him to his registered address in India or if he has no registered address in India to the address if any, within India supplied by him to the Company for the giving of notice to him.

(ii) Service by post.

Where notice or other document is sent by post:

(a) Service there of shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or document, provided that where a member has intimated to the Company in advance that notice or documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sufficient sum to defray the expenses of doing so, service of the notice or document shall not be effected unless it is sent in the manner intimated by the member; and

(b) Such service shall be deemed to have been effected:

(A) In the case of notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and

(B) In any other case, at the time at which the letter would be delivered in the ordinary course of post.

165. <u>Notice to members who have not supplied Address.</u>

A notice or other document advertised in a newspaper circulating in the neighborhood of the office of the Company shall be deemed to be duly served on the day on which the advertisement appears on every members of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of the notices to him.

166. <u>Notice to joint-holders.</u>

A notice or other documents may be served by the Company on the joint- holder named first in the Register in respect of the share.

167. <u>Notice to persons entitled by transmission.</u>

A notice or other documents may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by the name, or by the title of representative of the deceased, or assignee of the insolvent or by any like description, at the address in India supplied for the purpose by the persons claiming to be entitled, or until such an address has been so supplied by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.

168. <u>How to advertise.</u>

Any notice required to be served on the members of the Company shall be deemed to have been servied when advertised in accordance with the applicable provisions of the Act.

169. <u>Transferee etc. bound by prior notice.</u>

Every person who by operation of law or transfer or other mean whatsoever shall become entitled to any share be bound by every notice in respect of such shares which previous to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.

170. <u>Notice valid though member deceased.</u>

Subject to the provisions of Articles 165 to 169 and the provisions of the Act, any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the company has notice of his death, be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holders there of and such service shall, for all purposes of these presents, be deemed sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any jointly interested with him in any such shares.

171. <u>How notice to be signed.</u>

The signature to any notice to be given by the company may be written or printed.

172. Service of process in winding up.

Subject to the applicable provisions of the Act, in the event of a winding up of the Company every member of the Company who is not for the time being in the town where the Office of the Company is situated shall be bound, within eight weeks after the passing of an effective resolution to wind-up the Company, to serve notice in writing on the Company appointing some house-holder residing in the neighborhood of the Office upon whom all summons, notices, process, orders and judgements in relation to or under the winding up of the Company, may be served and in default of such nomination, the liquidator of the Company shall be at liberty, on behalf of such member, to appoint some such persons, and service upon any such appointee whether appointed by the member or the liquidator shall be deemed to be good personal service on such member for all purposes and where the liquidator makes any such appointment he shall with all convenient speed, give notice thereof to such member by advertisement in some daily newspapers circulating in the neighborhood of the Office or by a registered letter sent by post and addressed to such member at his address as registered in the Register and such notice shall be deemed to be served on the day on which the advertisement appears or the letter should be delivered in the ordinary course of the post. The provisions of this Article shall not prejudice the right of the liquidator of the Company to serve any notice or other document in any other manner prescribed by these Articles.

173. Inspection.

(i) The books of account and other books and papers shall be open to inspection by any Director during business hours.

(ii) The Board shall, from time to time, determine whether and to what extent and at what times and place and under what conditions or regulations, the books of account and other books and documents of the Company, other than those referred to in Article 160, shall be open to the inspection of the member (not being a Director) and no member (not being a Director) shall have any right of inspecting any books of account or book or document of the company except as conferred by law or authorised by the Board or by the Company in general meeting.

174. The Books of account and other books and papers of the Company be open to inspection during business hours by the Registrar of Companies or by such officer of Government as may he authorised by the Central Government in this behalf without any previous notice to the company or any officer thereof.

CAPITALISATION

175. Capitalisation

(i) The Company in a general meeting may resolve that any amount standing to the credit of the share premium account or the capital redemption reserve account or any moneys, investments or other assets forming part of the undivided profits (including the profits or surplus moneys arising from the realisation) and where permitted by law from the appreciation in value of any capital assets of the Company standing to the credit of the general reserve any reserve funds or any other funds of the Company or in the hands of the Company and available for dividend, be capitalised, by the issue and distribution as fully paid up shares of the Company which may have been issued and are credited as partly paid up with the whole or any part of the sum remaining unpaid thereon.

Provided that any amount standing to the credit of the share premium account or the capital redemption reserve account shall be applied only in crediting the payments of shares of the Company to be issued to members (as herein provided) as fully paid bonus shares.

175(1)(a) Keeping in abeyance bonus shares pending transfer

Notwithstanding anything contained in Article 175 (1) or the Act, fully paid up bonus shares, pursuant to provisions of the Act and Article 175 (1), in respect of shares for which instrument of transfer of shares has been delivered to the Company for registration and the transfer of shares has not been registered by the Company shall be kept in abeyance pending transfer.

(2) Such issues and distribution under (1) (a) above and such payment to the credit of unpaid share capital under (1) (b) above shall be made to, among and in favour of the members or any class of them or any of them entitled thereto in accordance with their respective rights and interest and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under (1) (a) or payment under (1) (b) above shall be made on the footing that such members become entitled thereto as capital.

(3) The Directors shall give effect to any such resolution and apply such portion of the profits, general or reserve fund or any other fund or account as aforesaid as may be required for the purpose of making payment in full for the shares of the Company so distributed under (1) (a) above or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on the shares which may have been issued and are not fully paid under (1) (b) above provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalised sum.

(4) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that such cash payments be made to any members on the footing of the value so fixed and may vest any such cash or shares in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares and fractional certificates or otherwise as they may think fit.

(5) Subject to the provisions of the Act and these Articles in cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereof but so that as between the holders of the fully paid shares and the partly paid shares the sums so applied on the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied Pro rata in proportion to the amount then already paid or credited as paid on the existing fully paid shares respectively.

(6) When deemed requisite, a proper contract shall be prepared in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

ACCOUNTS

176. Books of Accounts to be kept

(i) The Company shall keep at its Registered Office proper books of account with respect to :

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company;

Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decide, the Company shall, within seven days of the decision, file with the Registrar of Companies a Notice in writing giving the full address, of that other place.

(ii) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transactions effected at that office shall be kept at that office and proper summarised returns made up-to-date at intervals of not more than three months, shall be sent by the Branch office of the Company to its Registered Office or other place in India, as the Board thinks fit, where the main books of the Company are kept.

(iii) All the aforesaid books shall give a true and fair view of the affairs of the Company or its branch office, as the case may be, with respect to the matters aforesaid and explain its transactions.

(iv) The Books of Account and other books and papers shall be open to inspection by any Director during business hours.

177. Books of Accounts to be preserved

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The books of account of the Company relating to a period of not less than eight years immediately preceding the current year together with vouchers relevant to any entry in such books of account shall be preserved in good order.

178. Inspection by Members of books of the Company.

The Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulations the books of the Company shall be open to the inspection of members and no member shall have any right of inspecting any books of the Company except as conferred by law.

179. Statements of Accounts to be furnished to General Meeting.

The Board of Directors shall lay before each Annual General Meeting, a profit and loss account which shall relate:-

(i) in case of the first annual general meeting of the Company, to the period beginning with the incorporation of the Company and ending with a day which shall not precede the day of the meeting by more than nine months; and

(ii) in case of any subsequent annual general meeting of the Company, to period beginning with the day immediately after the period for which the account was last submitted and ending with the day which shall not precede the day of the meeting by more than six months, or in cases where an extension of time has been granted for holding the meeting under the Section 96 of the Act by more than six months and the extension so granted.

180. Balance Sheet and Profit and Loss Account

(i) Subject to the provisions of Sections 129 and 133 of the Act, every balance sheet shall give a true and fair view of state of affairs of the Company as at the end of the financial year and shall, subject to the provisions of the said Section, be in the form set out in the Act, or as near thereto as circumstances permit or in such other form as may be approved by the Central Government either generally or in any particular case; and in preparing the balance sheet due regard shall be had, as far as may be to the general instructions for the preparation of the balance sheet under the heading "Notes" at the end of that part.

Subject as aforesaid, every profit and loss account shall give a true and fair view of the profit or loss of the Company for the financial year and shall subject as aforesaid, comply with the requirements of the Act so far as they are applicable thereto.

(ii) There shall be annexed to every balance sheet a statement showing the bodies corporate (indicating separately the bodies corporate in the same group within the meaning of the Act in the shares of which investments have been made by it including all investments whether existing or not, made subsequent to the date as at which the previous Balance Sheet was made out) and the nature and extent of the investments so made in each body corporate.

(iii) So long as the Company is a holding Company having a subsidiary, Company shall conform to the applicable provisions of the Act.

(iv) If in the opinion of the Board, any of the current assets of the Company have not a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

181. Authentication of Balance Sheet and Profit and Loss Account.

(i) Every balance sheet and every profit and loss account of the Company shall be signed on behalf of the Board of Directors, by the Secretary and by not less than two Directors of the Company one of whom shall be the Managing Director where there is one.

(ii) Provided that when only one Director is for the time being in India, the balance sheet and profit and Loss account shall be signed by Director and in such a case there shall be attached to the balance sheet and the profit and loss account a statement signed by him explaining the reason for non-compliance with the provisions and of Sub-Clause (1) above.

(iii) The balance sheet and the profit and loss account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submited to the auditors for their report thereon.

182. Profit and Loss Account to be annexed and Auditors' Report to be attached to the Balance Sheet

The profit and loss account shall be annexed to the balance sheet and the auditor's report (including the auditor's separate/special or supplementary reports, if any) shall be attached thereto.

183. Board's Report to be attached to Balance Sheet

(i) Every balance sheet laid before the Company in a general meeting shall have attached to it a report by the Board of Directors with respect to the state of Company's affairs, the amounts, if any, which it proposes to carry to any Reserve in such Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend and material change and commitments, if any affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and to the date of the report.

(ii) The Report shall, so far as it is material for the appreciation of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries, deal with any changes which have occured during the financial year in the nature of the business carried on by them and generally in the classes of business in which the Company has an interest.

(iii) The Board shall also give the fullest information and explanation in its reports on every reservation, qualification or adverse remark contained in the auditor's report.

(iv) The Board's report and addendum (if any) thereto shall be signed by its chairman if he is authorised in that behalf by the Board and where he is not so authorised, shall be signed by such number of Directors as are required to sign the balance sheet and the profit and loss account of the Company by virtue of these Articles.

(v) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Clauses (1) to (3) of this Article are complied with.

184. The Company shall comply with the requirements of Section 136 of the Act.

185. Reconstruction.

On any sale of the undertaking of the Company, the Board or the liquidator on winding up may if authorised by a special resolution, accept fully paid or partly paid up shares, debentures or securities of any other company incorporated in India, or to the extent permitted by law of a company incorporated outside India either then existing or to be formed for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the liquidator (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the member without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such securities or property at such price and in such manner as the meeting may approve and all holder of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation there to, save only in case the Company is proposed to be in the course of being wound up statutory rights if any under Section 319 of the Act as are in-capable of being varied or excluded by these Articles.

SECRECY

186. Secrecy.

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Every Director, Secretary, Trustees for the company, members of a Committee, servant, officer, agent, accountant, or other person employed in or about the business of the company shall if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal and of the matters, relating thereto which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General or by a Court of Law and except so far as may be necessary in order to comply with any of the provision in these Articles contained.

187. No shareholder to enter the premises of the company without permission.

No shareholder or other person (not being a Director) shall be entitled to enter upon the properties of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board of subject to Article 173 to require discovery of or any information respecting any detail of the trading of the company or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatever which may relate to the conduct of the business of the company and which in the opinion of the Board will be inexpedient in the interest of the company to communicate.

WINDING UP

188. Distribution of assets.

(i) Subject to the applicable provisions of the Act, in the event of the Company being wound up, the holders of preference shares, if any shall be entitled to have the surplus assets available for distribution amongst members as such applied in the first place in repayment of the amount paid up on the preference shares held by them respectively and payment of arrears of dividend up to the commencement of the winding up, whether declared or not, but shall not be entitled to any further participation in such surplus assets. If the surplus available as aforesaid shall be insufficient to repay the whole amount paid up on the preference shares and any arrears of dividend, such assets shall be distributed amongst the holders of preference shares so that the losses shall be borne by the holders of preference shares in proportion to the capital paid up or which ought to have been paid up thereon and the arrears of dividend as aforesaid.

(ii) If the Company shall be wound up and the assets available for distribution among the members as such after payment to the preference share holders as aforesaid shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that the losses shall be borne by the members in proportion to the paid-up capital or which ought to have been paid up at the commencement of the winding up on the shares held by them, respectively.

(iii) If in the winding up, the assets available for distribution among the members after payment to the preference shareholders as aforesaid shall be more than sufficient to repay the whole of the paid-up capital, such assets shall be distributed amongst the members in proportion to the paid-up capital on the shares held by them respectively, at the commencement of the winding up.

189. If the Company shall be wound up, whether voluntarily or otherwise the liquidators may, with the sanction of a special resolution, divide amongst the contributories in specie or kind; any part of the assets of the Company and may, with the like sanction, vest any part of assets of the contributories, or any of them as the liquidators, with the like sanction shall think fit.

INDEMNITY

190. Subject to the provision of Section 197 of the Act, every Director, Secretary or officer of the Company or any person (whether an Officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the company against all liability incurred by him as such Director, Secretary, Officer, employee or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 463 of the Act, in which relief is granted to him by the Court.

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PART-II

OVERRIDING EFFECT AND INTERPRETATION

191. Subject to the requirements of applicable law, in the event of any conflict between the provisions of Part I and this Part II, the provisions of this Part II shall apply.

Unless the context otherwise requires, words or expressions contained in this Part II shall have the meanings as provided below. Provided that any terms and expressions used but not defined specifically in this Part II shall have the same meaning as ascribed to them in Part I or in the Act or any statutory modification thereof. Other terms may be defined elsewhere in the text of these Articles and, unless otherwise indicated, shall have such meaning throughout these Articles.

"Affiliate" means with respect to any Person, any other Person which, directly or indirectly, Controls, is Controlled by or is under common Control with, such Person. In case any Person is a natural person (including partners of a partnership firm), then the term "Affiliate" in relation to such natural person shall also mean a Relative of such natural person.

"Annual General Meeting" or "AGM" means the annual general meeting of the Company convened and held in accordance with the Act.

"Board of Directors" or the "Board" means the board of directors of the Company in office at applicable times and as nominated and appointed in accordance with the terms of these Articles.

"Business" means the business of manufacture and sale of specialty packaging films products carried on by the Company. In addition the Company also has shareholding in companies, which carry on the business of life insurance, health insurance, healthcare, clinical research and senior living businesses.

"Control" (including with correlative meaning, the terms "Controlled by" and "under common Control" with) means the power and ability to direct the management or policies of any Person, whether through the ownership of over 50% (fifty percent) of the voting power of such Person, through the power to appoint more than half of the board of directors or similar governing body of such entity, through contractual arrangements or otherwise.

"Directors" means the directors of the Company as the case may be, appointed in accordance with Article 195.

"ESOP" means the employee stock option plan of the Company, which shall be in compliance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time.

"Extra Ordinary General Meeting" or "EGM" means the extra ordinary meeting of the Company convened and held in accordance with the Act.

"Financial Year" means the period commencing April 1 each year and ending on March 31 the next year, or such other period as may be determined by the Board to be the financial year for the Company.

"General Meetings" means either an EGM or an AGM of the Shareholders of the Company.

"Person" means any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity that may be treated as a person under applicable law.

"Promoter Group" means, collectively, the Promoters and their Affiliates.

"Promoter Group Directors" shall have the meaning set forth in Article 195.

"Promoters" means Mr. Analjit Singh and his Relatives.

"Relatives" shall have the meaning given to the term in the Act, and shall also include any sibling of such Relative and such sibling's children.

"Share Capital" means the total issued and paid up equity share capital of the Company, with voting rights.

"Shares" means equity shares, with one vote per equity share, of the Company having a par value of Rs. 2 (Rupees Two) and includes warrants of the Company and Shares arising out of conversion of such warrants.

"Subsidiaries" means the current and future direct and indirect subsidiaries of the Company and shall, for the avoidance of doubt, include any company which is Controlled by the Company.

192. <u>Quorum For General Meeting</u>

Notwithstanding anything to the contrary in these Articles, the quorum for General Meetings shall require the presence of at least one authorised representative representing the Promoter Group being present at such meeting. Provided that the Promoter Group may, in writing, waive the requirements of quorum specified in this Article for any meeting.

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193. Affirmative Rights

Notwithstanding anything to the contrary contained in these Articles, the following decisions, shall not be taken and/or implemented by the Company or any of its Subsidiaries whether at meetings of their respective shareholders and/or their respective Board of Directors and/or committees of the Board of Directors, in each case without the affirmative votes or prior written consent of, the Promoter Group:

(i) Mergers, demergers, spin-offs, re-organizations, amalgamations, consolidations, divestments, winding up or liquidation, or debt restructuring, or creation or dissolution of joint ventures/partnerships, subsidiaries, or investments in such entities, acquisition or sale of shares or securities or ownership interest in or of any other company or entity;

(ii) Sale of fixed assets (including but not limited to creating a lien, a lease or exchange), outside of the business plan (as approved by the Promoter Group), in excess of Rs. 200,000,000 (Rupees Two Hundred Million) on a cumulative basis in any Financial Year;

(iii) Voluntary commencement of a winding-up proceeding for insolvency or bankruptcy of the Company and/or any of the Subsidiaries or general assignment for the benefit of their creditors or any consent to the entry of a decree or order for relief from creditors under any applicable laws or any admission by the Company and/or any of the Subsidiaries of (A) its inability to pay its debts, or (B) any other action constituting a cause for the involuntary declaration of insolvency or bankruptcy;

(iv) Acquisition of other businesses (by way of share sale, business transfer, slump sale, asset sale or any other mode of acquiring a business or asset), creation of joint ventures/ partnerships, creation or investment in Subsidiaries or any other investments (other than short term liquid investments in bank deposits and debt mutual funds with no equity exposure and in certain banks and mutual funds as approved by the investment committee of the Board);

(v) Capital expenditures or acquisitions of assets, in excess of Rs. 200,000,000 (Rupees Two Hundred Million), on a cumulative basis, in any Financial Year;

(vi) Increase, decrease, buy back or other alteration or modification in authorized or issued share capital or creation or issue of other securities (including equity shares, preference shares, non-voting shares, warrants, options and such other instruments) and terms thereof by the Company or any Subsidiary or delisting of securities of the Company or any Subsidiary. Matters in connection with any initial public offering of any Subsidiary including timing, pricing, and place/stock exchange(s) etc;

(vii) Any event that reduces the Company's equity shareholding in any of the Subsidiaries, save and except any reduction by virtue of conversion of any options granted pursuant to ESOP approved by the Board;

(viii) Any event that reduces any Subsidiary's equity shareholding (directly or indirectly) in any of its subsidiaries;

(ix) Related party transactions (other than transactions between the Company and/or its Subsidiaries with the Promoter Group so long as such transactions are entered into in the ordinary course of business);

(x) Amendments to Memorandum or Articles of Association (including, without limitation, change in the number of members of the Board of Directors of the Company and/or the Subsidiaries);

(xi) Appointment and change of chief executive officer, managing director, chief financial officer, the statutory auditor and the internal auditor;

(xii) Any appointment of Director/Chairman of the Board of its Subsidiaries;

(xiii) Approval of, or amendment to, the annual business plan (including budgets);

(xiv) Commencement of any new line of business, which is unrelated to the business of the Company or its Subsidiaries;

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(xv) Availing of debt, credit facilities, issuance of any bonds/debentures, refinancing of existing debt, securitization of any receivable or incurring any indebtedness by the Company or any Subsidiary, in excess of an aggregate of Rs.1,000,000,000 (Rupees One Thousand Million);

(xvi) Settlement of any litigation where the amount involved is in excess of Rs. 50,000,000 (Rupees Fifty Million) on a cumulative basis in any Financial Year;

(xvii) Any change in the material accounting or tax policies or practices;

(xviii) Declaration or payment of any dividend;

(xix) Entry into, amendment or termination of any agreement or commitment that imposes or is likely to impose obligations on the Company or any of the Subsidiaries, to pay an amount in excess of Rs. 150,000,000 (Rupees One Hundred and Fifty Million) in a single transaction or on a cumulative basis, i.e. in more than one transaction in any Financial Year, or impose, or is likely to impose, on the Company or any of the Subsidiaries, any liability in excess of Rs. 150,000,000 (Rupees One Hundred and Fifty Million);

(xx) Acquire or sell shares or other securities (other than fixed income securities);

(xxi) Recommend giving or renewing of security in or the indemnifying or the guaranteeing of debts or obligations of any entity other than the Subsidiaries;

(xxii) Any change in the Financial Year for preparation of audited accounts;

(xxiii) Any Transfer of brand names and trademarks or any other intellectual property used by the Company or its Subsidiaries, unless such Transfer is between the Company and its Subsidiaries or amongst the aforesaid Subsidiaries inter se; and

(xxiv) Any commitment or agreement or arrangement (oral or written) to do any of the foregoing.

It is clarified that all financial limits in this Article are indicated on an aggregate basis and would apply cumulatively to the Company and all the Subsidiaries taken together.

194. Alternate Directors

(i) Each of the directors appointed by the Promoter Group shall be entitled to appoint an alternate Director in place of himself/herself from time to time.

(ii) Upon the appointment of the alternate director, the Company, shall ensure compliance with the provisions of the Act, including by filing necessary forms with the Registrar. The alternate director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the original director and generally to perform all functions of the original director in his or her absence.

195. Board Composition of The Company

(i) The Directors on the Board of the Company other than the independent Directors (the "Other Directors") shall be appointed by the Promoter Group proportionate to their shareholding, such that the Promoter Group shall appoint a minimum of 2 (two) directors from amongst the Other Directors so long as the Promoter Group holds atleast 15% of the Share Capital of the Company ("Promoter Group Directors"). The Chairman of the Board is Mr. Analjit Singh. In the event Mr. Analjit Singh is unable to act as the Chairman of the Board, then the Chairman shall be a director nominated by the Promoter Group.

(ii) Subject to the provisions of applicable Law, the Promoter Group shall have the right to nominate at least 1 (one) nominee to the Board of Directors of the Company from among the Promoter Group Directors, as a non-rotational Director.

196. Removal/Resignation of Directors

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The Promoter Group may require the removal of any Director nominated by them to the Company and nominate another individual as a Director in his/her place. In the event of the resignation, retirement or vacation of office of any Director nominated by the Promoter Group, the Promoter Group shall be entitled to appoint another Director in such place.

197. Meetings Of Directors

(i) Unless agreed to by at least one nominee director of the Promoter Group, the meetings of the Board shall be held in New Delhi, India.

(ii) Subject to the provisions of Section 286 of the Act, each notice of a meeting of the Board shall contain, inter alia, an agenda specifying, in reasonable detail, the matters to be discussed at the relevant meeting and shall be accompanied by all necessary written information.

(iii) It is hereby clarified, subject to the provisions of these Articles including Article 193 and any matter in respect of which affirmative rights may have been conferred on the Promoter Group, that a decision shall be said to have been made and/ or a resolution shall be said to have been passed at a meeting of the Board of Directors of the Company only if at a validly constituted meeting, such decisions are approved of by and/ or the resolution is approved of by a majority of the Directors, which unless otherwise mandated by law in India, shall mean approval by a majority of the Directors present and voting at such Board meeting of the Company.

(iv) Subject to applicable law, Directors or members of any committee of the Board may participate in meetings of the Board or committee of the Board through video-conference or telephonic conference.

198. Quorum for Board Meeting

Notwithstanding anything to the contrary in Article 121, the quorum for a meeting of the Board shall include at least 1 (one) Director nominated by the Promoter Group being present at such meeting.
Provided that if such a quorum is not present within one hour from the time appointed for the meeting, the meeting shall adjourn to the same place and time 7 (seven) days later, at which meeting the Directors present shall, subject to their constituting a valid quorum under the Act, constitute a valid quorum even though the nominee director of the Promoter Group, is not present, provided that notice of such adjourned meeting shall have been delivered to all Directors at least 5 (five) days prior to the date of such adjourned meeting. However, any matter in respect of which the Promoter Group may have affirmative rights shall not be taken up at such adjourned meeting, without at least one Director each nominated by the Promoter Group being present.
Provided further that the Promoter Group may, in writing, waive the requirements of quorum specified in this Article for any meeting.

199. Committees

As long as the Promoter Group holds at least 10% of the Share Capital of the Company, the Promoter Group has the right to appoint any 1 (one) of its nominee Directors as a member of all the committees established by the Board of Directors of the Company. Provided that the Promoter Group may, in writing, waive the requirements of quorum specified in this Article for any meeting.

200. Resolution of Board Meeting

Notwithstanding anything to the contrary in Article 129, a resolution of a Board or committee of the Board, passed by circulation, shall be valid only if it has been circulated in draft form, together with the relevant papers, if any to all the Directors and if the resolution proposed to be passed by circulation pertains to any matter in respect of which the Promoter Group may have affirmative rights, such circular resolution shall be valid and effective only if it has received the consent of at least 1 (one) Director nominated by the Promoter Group.

201. Statutory Auditor

Notwithstanding anything to the contrary in Article 163, the Auditor or Auditors appointed by the Company shall be from among recognized and reputable accounting firms, acceptable to the Promoter Group.

202. Termination of Certain Articles

In the event that the Promoter Group ceases to hold at least 10% of the Share Capital of the Company, then without prejudice to either rights or obligations which may have accrued to or in respect of the Promoter Group under these Articles, the provisions of this Part II shall automatically cease to have effect with respect to the Promoter Group.

203. Not used

204. Not used

205. Not used

206. Not used

207. Not used

208. Not used

PART-III

OVERRIDING EFFECT AND INTERPRETATION

209. Subject to the requirements of applicable law, in the event of any conflict between the provisions of Part I and this Part III, the provisions of this Part III shall apply in respect of the inter se arrangements between the Company, the Investor and the Promoter Group. The provisions of Part II and this Part III shall be read in conjunction with each other. The provisions of this Part III shall come into effect retrospectively from the Closing Date.

Unless the context otherwise requires, words or expressions contained in this Part III shall have the meanings as provided below.

"Act" means the Indian Companies Act, 1956 (to the extent it has not been repealed) and the Indian Companies Act, 2013 (to the extent notified), as amended, modified or re-enacted from time to time;

"Additional Shares" means the Equity Shares issued by the Company to the Promoter Entity, upon exercise of the Promoter Warrants in accordance with these Articles and the terms of the Promoter Warrants;

"Affiliate" of a Person (the **"Subject Person"**) means (i) in the case of any Subject Person other than a natural Person, any other Person that, either directly or indirectly, through one or more intermediate Persons, Controls (as defined hereinafter), is Controlled by or is under common Control with the Subject Person, and(ii) in the case of any Subject Person that is a natural Person, any other Person that, either directly or indirectly through one or more intermediate Persons, Controls, is Controlled by or is under common Control with the Subject Person or who is a Relative of such Subject Person or are trusts/foundations which are controlled by or which the Subject Person and/or their Relatives are beneficiaries of;

"Alternate Director" shall have the meaning assigned to such term in Article 210.2.1;

"Board" means the board of directors of the Company;

"Business Days" means a day (excluding Saturdays and Sundays) on which banks generally are open in New Delhi, India and Mauritius for the transaction of normal banking business;

"Completion Date" shall mean February 17, 2017;

"Competitor" means any Person who is primarily engaged in the business of (a) the manufacture of BOPP and thermal films or (b) real estate development or (c) education and skilling, in each case in India to the extent that such businesses are conducted by the Company or any of its Subsidiaries but shall exclude private equity and similar financial investors;

"Control" means the power to direct the management or policies of any Person, whether through the ownership of over 50% (fifty percent) of the voting power of such Person, through the power to appoint more than half of the board of directors or similar governing body of such entity, through contractual arrangements or by being the promoter (as defined under Law) of such Person or otherwise;

"Definitive Agreements" means the definitive agreements executed between the Parties in relation to subscription of Subscription Shares and Promoter Warrants by the Investor and the Promoter Entity, respectively;

"Encumbrances" means any mortgage, pledge, equitable interest, assignment by way of security, conditional sales contract, hypothecation, right of other Persons, claim, security interest, encumbrance, defect in title, title retention agreement, voting trust agreement, interest, option, lien, charge, commitment, restriction or limitation of any nature whatsoever, including restriction on use, voting rights, transfer, receipt of income or exercise of any other attribute of ownership, right of set-off, any arrangement (for the purpose of, or which has the effect of, granting security), or any other security interest of any kind whatsoever, or any agreement, whether conditional or otherwise, to create any of the same;

"Equity Shares" means equity shares in the Share Capital having a par value of INR 10/- (Indian Rupees Ten only) each;

"Exchanges" means the BSE Limited and National Stock Exchange of India Limited;

"Fully Diluted Basis" means the calculation of the Share Capital, allotted, whether fully or partly paid up, on the date of such calculation, being the sum of (a) all subscribed and issued share capital, and (b) all warrants and convertible securities on an as converted basis (whether or not by their terms then currently convertible, exercisable);

"Governmental Approval" means any consent or approval of a Governmental Body(ies) required by a Party under applicable Law;

"Governmental Body(ies)" means any national, provincial or local government or political subdivision or department thereof of any country, jurisdiction, or any governmental, administrative or regulatory body, commission, board, bureau, agency, entity or instrumentality, authority or body exercising executive, legislative,quasi-judicial, regulatory or administrative functions of government, or any court, arbitrator, alternative dispute resolution body or tribunal, in each case with applicable jurisdiction of such country or any political subdivision thereof;

"Investor" shall mean New York Life International Holdings Ltd;

"Law(s)" shall mean all applicable provisions of all (a) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, ordinances, by-laws or orders of any Governmental Body, (b) Governmental Approvals, and (c) orders, decisions, injunctions, judgments, awards and decrees promulgated by or agreements with any Governmental Body;

"Party" means each of the Investor, the Company and the Promoter Group individually and "Parties" shall refer to any two or more of them collectively;

"Person" means any individual or entity, whether a corporation, firm, limited liability company, an unlimited liability company, joint venture, trust, association, organization, an unincorporated organization, partnership or proprietorship, body corporate, including any Governmental Body, natural person in his capacity as trustee, executor, administrator, or other legal representative;

"Promoter Entity" means Siva Enterprises Private Limited;

"Promoter Group" shall have the meaning assigned to it in Part II of these Articles;

"Promoter Warrants" means the agreed number of warrants subscribed to by the Promoter Group in terms of the Definitive Agreements;

"Prohibited Persons" means such Persons as agreed between the Parties;

"Relative" shall have the meaning assigned to it under the Act;

"RoC" means the jurisdictional registrar of companies;

"Sanctions" means any sanctions administered or enforced by the U.S. Government, (including, without limitation, the Office of Foreign Assets Control of the U.S. Department of the Treasury or the U.S. Department of State and including, without limitation, the designation as a "specially designated national" or "blocked person"), the United Nations Security Council, the European Union, Her Majesty's Treasury, or other relevant sanctions authority.

"Share Capital" means the total issued and fully paid-up share capital of the Company determined on a Fully Diluted Basis;

"Subscription Shares" means the agreed number of Equity Shares subscribed to by the Investor in terms of the Definitive Agreements;

"Subsidiaries" means all Persons which are subsidiaries of the Company or under the direct or indirect Control of the Company;

"Tag Along Right" shall have the meaning assigned to it under Article 212.1;

"Tag Shares" shall have the meaning assigned to it under Article 212.3(ii);

"Third Party" means any Person that is not a signatory to the Definitive Agreements; and

"**Transfer**" means to transfer, sell, assign, pledge, hypothecate, create a security interest in or lien on, place in trust (voting or otherwise), transfer by operation of law or in any other way subject to any Encumbrance or dispose of, whether or not voluntarily;

210. Management

210.1. Board Composition

210.1.1. With effect from the Completion Date and till the Investor and/or its Affiliates hold in the aggregate at least 10% (ten percent) of the Share Capital of the Company, the Investor will be entitled to nominate 1 (one) director to the Board ("**Investor Director**"). Subject to the relevant provisions of the Act, the Company will pay the Investor Director (or the Alternate Director (if applicable) all reasonable out of pocket expenses incurred in order to attend shareholder, Board, committee and other meetings of the Company or otherwise perform their duties and functions as a director of the Company or member of any committee of the Company.

210.1.2. To the extent permissible under Law, the Investor Director will not be liable for any default or failure of the Company in complying with the provisions of any applicable Law.

210.1.3. The Investor Director will not be identified by the Company as an officer who is in default of the Company or occupier of any premises used by the Company, or the director in charge of managing affairs, or an employer of the Company under applicable Law.

210.1.4. If required by applicable Laws, the Promoter Group will vote with respect to its Equity Shares (and to the extent permissible under applicable Laws, procure that its directors on the Board will vote) in favour of the appointment of the Investor Director to the Board.

210.1.5. Subject to applicable Law, the Investor Director may be removed as a director of the Company at any time by notice in writing to the Company by the Investor and in such event the Parties will as soon practical remove such director from his position and the Investor may nominate another person as Investor Director to the Board.

210.2. Alternate Director

210.2.1. The Investor Director will be entitled to appoint an alternate director (an "**Alternate Director**") in his/her place (an "**Original Director**"). Upon the appointment of the Alternate Director, the Company will ensure compliance with the provisions of the Act, including by filing necessary forms with the RoC. The Alternate Director will be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director (including in relation to meetings of committees of the Board) and generally to perform all functions of the Original Director in his absence.

210.3. Information Rights

210.3.1. Subject to provisions of applicable Laws (including provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Listing Obligation and Disclosure Requirements Regulations), 2015, so long as the Investor and/or its Affiliates hold in the aggregate, at least 10% (ten percent) of the Share Capital of the Company, the Investor will be entitled to seek the following information in relation to the Company and its Subsidiaries, and the Company will furnish to the Investor such information, upon the Investor choosing to exercise its right under this Article 210.3.1:

(i) Information and documents pertaining to the financial and operational performance of the Company on a quarterly basis, or as may be mutually agreed between the Investor and the Company;

(ii) Visitation and inspection rights (including books and records);

(iii) Any material information relating to the business of the Company and its Subsidiaries; and

(iv) Such other information as the Investor and the Company may mutually agree subsequent to Completion.

210.4. Delisting

210.4.1. The Company shall not and the Promoter Group shall ensure that the Company does not, take any action to effect voluntary delisting of the Equity Shares of the Company from the Exchanges without the prior written consent of the Investor.

210.5. Discussion Matters

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210.5.1. The Company will inform the Investor before it takes a decision on any matter identified below (**"Discussion Matters"**), whether at a meeting of the Board or its committees or in a general meeting of the shareholders of the Company:

(i) any alteration in the capital structure of the Company;

(ii) any merger, acquisition, liquidation or divestment by the Company exceeding USD 25 million;

(iii) commencement of any new business by the Company;

(iv) related party transactions of the Company (other than (A) transactions amongst the Company and its Subsidiaries or amongst the Subsidiaries; or (B) transactions involving an amount of more than INR 100,000,000 (Indian Rupees One Hundred Million only) per annum on a consolidated basis);

(v) formulation of the business plan of the Company;

(vi) declaration or payment of any dividend by the Company;

(vii) settlement of any litigation by the Company involving an amount in excess of USD 5 million; and

(viii) any amendments to the memorandum of association or articles of association of the Company which materially affects the Investor's interests.

210.5.2. At least 7 (seven) Business Days prior to the date on which any decision is proposed to be taken on any of the Discussion Matters, the Company will give written notice of the same to the Investor, setting out full details in relation to the Discussion Matters.

210.5.3. The Investor may at its option, choose to give its recommendations on the Discussion Matter to the Company. The Company will duly consider any recommendation given by the Investor in good faith in relation to the Discussion Matters, provided however that the final decision in respect of the Decision Matters will at all times rest with the Board or shareholders (as the case may be) and will not require the prior consent or approval of the Investor.

210.5.4. The rights under this Article 210.5 will be available to the Investor so long as the Investor and/or its Affiliates holds at least 10% (ten percent) of the Share Capital.

211. <u>Transfer of Equity Shares Held by the Investor</u>

211.1. Transfer to Affiliates

Subject to applicable Laws, the Investor may, at any time, and in compliance with applicable Law, Transfer all or any of the Subscription Shares to one or more of its Affiliates provided that each Affiliate, prior to the Subscription Shares being transferred in its name executes a deed of adherence in agreed form, and provided further that in the event such transferee ceases to be an Affiliate of the Investor, such transferee will and the Investor will cause such transferee to Transfer the Subscription Shares held by it to the Investor or any other Affiliate of the Investor.

211.2. Right of First Offer

211.2.1. If the Investor desires to Transfer any of the Equity Shares held by it to Third Party (**"ROFO Shares"**) then the Promoter Group will have the right but not the obligation to make an offer to purchase all (and not less than all) of the ROFO Shares in the manner set out below (the **"Right of First Offer"**).

211.2.2. The Investor will issue a written notice (**"ROFO Sale Notice"**) to the Promoter Group notifying the Promoter Group of its intention of selling Equity Shares held by it and stating the number of the ROFO Shares it wishes to sell.

211.2.3. If the Promoter Group is desirous of exercising its Right of First Offer and purchasing all (but not less than all) of the ROFO Shares, it must within 15 (fifteen) Business Days of receiving the ROFO Sale Notice (**"ROFO Exercise Period"**), notify the Investor in writing that it wishes to exercise its Right of First Offer (**"ROFO Exercise Notice"**). The ROFO Exercise Notice will contain (a) a binding offer, which remains open for the time periods specified in Article 211.2.4, to purchase all of the ROFO Shares and (b) the price at which the Promoter Group is desirous of purchasing all (but not less than all) of the ROFO Shares (**"ROFO Sale Price"**) and without any other terms and conditions.

211.2.4. For a period of 15 (fifteen) Business Days from the date of receipt of the ROFO Exercise Notice (the **"ROFO Offer Period"**), the Investor will have the right, by notifying the Promoter Group in writing, to accept the Promoter Group's offer to purchase the ROFO Shares at the ROFO Sale Price (**"ROFO Acceptance Notice"**). If the Investor delivers a ROFO Acceptance Notice to the Promoter Group, then the Investor and Promoter Group will complete the Transfer of the ROFO Shares at the ROFO Sale Price within a period of 90 (ninety) days beginning on the date of the ROFO Acceptance Notice, provided however if a Transfer pursuant to this Article 211.2 triggers an open offer obligation

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under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and Investor is restricted by applicable Laws from Transferring the ROFO Shares within the period prescribed above, the Parties will complete the transaction within the shortest possible period within which the Transfer of the ROFO Securities can be completed in accordance with the applicable Law (the **"ROFO Completion Period"**). The Transfer of the ROFO Shares pursuant to this Article 211.2.4 will be completed either as a 'negotiated deal' or 'block deal' (as understood in general market parlance) on the floor of the Exchanges subject to compliance with applicable Law or as an off the market transaction as may be agreed between the Parties.

211.2.5. If the Investor notifies the Promoter Group that it does not accept the ROFO Sale Price or if the Investor does not deliver a ROFO Acceptance Notice within the ROFO Offer Period, then, the Investor will have the right (but not the obligation), at its sole discretion, to sell all but not less than all the ROFO Shares to any Third Party(ies) not being a Competitor or a Prohibited Person, and at a price which is higher than the ROFO Sale Price. Provided however that, the Investor will execute an agreement to or complete such Transfer within 90 (ninety) days from the end of the ROFO Offer Period, failing which the right of the Investor to Transfer the ROFO Shares to such Third Party will lapse and the process as set out in this Article 211.2 will again become applicable to any Transfer by the Investor.

211.2.6. If (a) the Promoter Group does not exercise its Right of First Offer within the ROFO Exercise Period or (b) if the Promoter Group informs the Investor that it does not wish to purchase all of the ROFO Shares, the Investor will have the right (but not the obligation), at its sole discretion, to sell all but not less than all the ROFO Shares to a Third Party(ies) not being a Competitor or a Prohibited Person, at any price and on any terms acceptable to the Investor. Provided however that, the Investor will execute an agreement to or complete such Transfer within 90 (ninety) days from the end of the ROFO Exercise Period, failing which the right of the Investor to Transfer the ROFO Shares to such Third Party will lapse and the process as set out in this Article 211.2 will again become applicable to any Transfer by the Investor.

211.2.7. It is clarified that the restriction on the Investor to not Transfer the Equity Shares held by it to any Prohibited Person or a Competitor will not restrict the Investor from selling its Equity Shares on the Exchanges including to a Competitor or a Prohibited Person so long as the sale is not made intentionally or knowingly by the Investor to a Competitor or a Prohibited Person.

211.3. Assignment of Rights

211.3.1. In the event that the Investor sells at least 80% (eighty percent) of the Subscription Shares to a Third Party (subject to the process as set out in Article 211.2) (a **"Third Party Transferee"**), then the Investor will be entitled to transfer to such Third Party Transferee all the rights and obligations of the Investor as mentioned in Part III of the Articles of Association, provided that such Third Party, prior to the Transfer of such Equity Shares executes a deed of adherence in the agreed form and manner (**"Third Party Deed of Adherence"**).

211.3.2. Simultaneous with the Third Party Transferee becoming entitled to the rights and obligations of the Investor under Part III of the Articles of Association, all rights and obligations of the Investor, other than its Tag Along Rights under Part III of the Articles of Association, will automatically fall away. So long as the Investor and its Affiliates own any of the Subscription Shares, the Investor will be entitled to exercise its Tag Along Right and in such a case, the Investor and the Third Party Transferee will be considered to be a single block for determining the number of Tag Shares for the purposes of Part III of the Articles of Association.

211.3.3. All rights and obligations of the Third Party Transferee under Part III of the Articles of Association will automatically terminate upon the Third Party Transferee (and its Affiliates) ceasing to hold at least 10% (ten percent) of the Share Capital.

211.3.4. The Third Party Transferee will not be entitled to transfer the rights and obligations under Part III of the Articles of Association to any other person (other than its Affiliates) without the prior written consent of the Company and the Promoter Group.

212. Transfer of Equity Shares by the Promoter Group

212.1. If any member of the Promoter Group (**"Transferring Promoter"**) proposes to Transfer any of the Equity Shares (calculated on a Fully Diluted Basis) held by it (**"Transferring Promoter Shares"**), either directly or indirectly, to any Person, such that subsequent to such Transfer the Promoter Group (together with its Affiliates) would hold less than 35% (thirty five percent) of the Share Capital of the Company, then the Investor (and any Affiliate of the Investor which holds Equity Shares) will have a

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tag-along right ("**Tag Along Right**"), exercisable at its sole discretion, to participate in such Transfer, and the Transferring Promoter will give effect to such rights of the Investor in accordance with the terms hereof.

212.2. In order to enable the Investor to exercise its Tag Along Right, the Transferring Promoter will send a written notice ("**Tag Along Notice**") to the Investor, stating: (i) the name, address and identity of the proposed purchaser ("**Tag Transferee**"); (ii) the number of Transferring Promoter Shares proposed to be Transferred; (iii) the amount and form of the proposed consideration for the Transfer, calculated on a per Equity Share basis ("**Tag Along Price**"); (iv) the total number of Equity Shares held by the Promoter Group in the Company at the relevant time; (v) the other terms and conditions of the proposed Transfer; (vi) a representation, warranty and undertaking that no consideration, tangible or intangible, is directly or indirectly being provided to the Transferring Promoter or any member of the Promoter Group in relation to the transfer of the Transferring Promoter Shares that is not reflected in the price to be paid to the Investor exercising its tag along rights hereunder; (vii) a representation, warranty and undertaking that the Tag Transferee has been informed of the Investor's tag along rights pursuant to these Articles and (vii) an offer, at the sole option of the Investor, to include in such sale to the Tag Transferee, the Tag Shares.

212.3. The Investor will be entitled to (but not obligated to) respond to the Tag Along Notice by serving a written notice (the "**Tag Response Notice**") on the Transferring Promoter prior to the expiry of 15 (fifteen) days from the date of receipt of the Tag Along Notice (the "**Tag Offer Period**") specifying that:

(i) it (along with its Affiliates, if applicable) has decided not to exercise its Tag Along Right; or

(ii) (a) it has decided to exercise its Tag Along Right; (b) the number of Equity Shares proposed to be Transferred by the Investor pursuant to the exercise of its Tag Along Right ("**Tag Shares**"). The maximum number of Tag Shares that may be Transferred by the Investor pursuant to this Article 212 will be: (A) in case of Transfer by the Transferring Promoter where the Promoter Group (together with its Affiliates) in aggregate after such Transfer will hold at least 26% (twenty six percent) or more of the Share Capital of the Company, a number to equal to the number of Equity Shares proposed to be purchased by the Tag Transferee multiplied by a fraction, the numerator of which is the total number of Equity Shares held by the Investor and/ or its Affiliates and the denominator of which will be the aggregate of the number of Equity Shares held by the Investor and its Affiliates and the Share Capital held by the Promoter Group at such time; and (B) in case of Transfer by the Transferring Promoter where the Promoter Group (together with its Affiliates) in aggregate after such Transfer will hold less than 26%(twenty six percent) of the Share Capital of the Company, a number of Equity Shares equal to half the Share Capital proposed to be purchased by the Tag Transferee.

212.4. In the event that the Investor decides to exercise its Tag Along Right, the Transferring Promoter will cause the Tag Transferee to purchase from the Investor, the Tag Shares on the same terms including a price per Equity Share equal to the Tag Along Price. The Investor will not be required to make any representation, provide any covenants or undertakings, grant any indemnifications or incur any obligations to the Tag Transferee or any other Person other than representations and corresponding indemnity on (a) the title of the Tag Shares; and (b) withholding tax required to be deducted by the Tag Transferee on account of the sale of the Tag Shares by the Investor. If the Tag Transferee refuses to, or is unable to, purchase the Tag Shares or if the Tag Transferee is the subject or the target of any Sanctions, the Transferring Promoter will not Transfer any Transferring Promoter Shares to such Tag Transferee. The Transfer of the Transferring Promoter Shares and the Tag Shares will be executed simultaneously on the block trade window of the Exchanges or through such other mechanism mutually agreed between Transferring Promoter, the Investor and the Tag Transferee, and on such day as may be mutually agreed between Transferring Promoter, the Investor and the Tag Transferee.

212.5. Where the Investor or the Transferring Promoter or the Tag Transferee require prior governmental or regulatory consent for disposing/acquiring the Transferring Promoter Shares or the Tag Shares pursuant to these Articles, then notwithstanding any other provision of these Articles, that Person will only be obliged to sell/acquire such shares once such consents are obtained, and the Parties and such Persons will use their reasonable endeavours to obtain any such required consents in the shortest period of time as feasible. Any period within which a Transfer of the Transferring Promoter Shares or Tag Shares has to be completed will exclude the time period between filing of an application to get such consents and the actual receipt of such consents. It is clarified that where a consent required solely by the Investor is unconditionally declined or such consent is not received within a period of 2 (two) months from the

Tag Response Notice or the Investor fails to comply with the conditions set out in such consent within a period of 4 (four) months from the Tag Response Notice, the Investor will be deemed not to have exercised its rights under this Article and the other Party(ies) may proceed on such basis.

212.6. In the event that a Transfer pursuant to this Article 212 requires a public announcement of an open offer to be made in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, then notwithstanding the time periods mentioned in this Article 212, such Transfer must be completed within the shortest time permitted for completion of such Transfer under applicable Law.

212.7. In the event the Transferring Promoter does not receive the Tag Response Notice within the Tag Offer Period in the manner as set out in Article 212.3, or the Investor has specified in writing that it has decided not to exercise its rights under this Article 212, then the Transferring Promoter will be entitled to Transfer the shares proposed to be Transferred by it to the Tag Transferee within a period of 90 (ninety) days. If the sale and Transfer to the Tag Transferee does not take place within the aforementioned time periods, the right of the Transferring Promoter to sell the Transferring Promoter Shares to the Tag Transferee will lapse and the provisions of this Article 212 will once again apply to any proposed Transfer by the Transferring Promoter.

212.8. The Transfers by the Promoter Group will not be subject to the Tag Along Rights of the Investor
(i) if the Transfer of Equity Shares is amongst the constituents of the Promoter Group or their Affiliates (other than a Prohibited Person or a Competitor) and is subject to such members of the promoter Group and/or its Affiliates executing a deed of adherence in agreed form, agreeing to be bound by the terms of these Articles as part of the Promoter Group prior to such Transfer, and subject further to the condition that in the event such Person ceases to be a member of the Promoter Group and/or an Affiliate of the Promoter Group, then such Person will, and the Promoter Group will cause such Person to Transfer all the Equity Shares Transferred to it back to the Promoter Group; and
(ii) any pledge created by the Promoter Group or their Affiliates on the Share Capital held by them for the purposes of raising financings from banks or financial institutions.

213. Terms of Promoter Warrants

213.1. The tenure of the Promoter Warrants will not exceed 18 (eighteen) months from the Completion Date or such other extended period as may be provided under applicable Laws (**"Tenor"**). Each Promoter Warrant will entitle the Promoter Entity, to subscribe to 1 (one) Additional Share of the Company upon exercise of the Promoter Warrants. The Promoter Entity will be entitled to exercise any or all of the Promoter Warrants in 1 (one) or more tranches by issuance of written notice to the Company (**"Exercise Notice"**) no later than 30 (thirty) Business Days prior to the expiry of the Tenor. The Exercise Notice will set out the number of Promoter Warrants proposed to be exercised by the Promoter Entity, together with the aggregate amount payable to the Company computed in the manner set out in the Definitive Agreements. The Company will within 7 (seven) Business Days of the Exercise Notice convene a meeting of the Board to implement the exercise of the Promoter Warrants specified in the Exercise Notice and issue and allot the corresponding number of Additional Shares to the Promoter Entity.

213.2. In the event the Promoter Warrants or any part thereof are not exercised and converted to Additional Shares prior to the expiry of the Tenor, then (a) such Promoter Warrants will automatically lapse immediately after expiry of the Tenor, (b) the Promoter Entity will have no liability or obligations to subscribe to any Additional Shares which correspond to the aforesaid Promoter Warrants, and (c) the Company will have no liability or obligations to issue any Additional Shares which correspond to the aforesaid Promoter Warrants.

213.3. The Additional Shares (once issued) will rank pari passu with the remaining Equity Shares of the Company in all respects.

213.4. Upon exercise by the Promoter Entity of the Promoter Warrants, the Company will issue and allot appropriate number of Additional Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to the Promoter Entity, evidence of the credit of the Additional Shares to the demat account of the Promoter Entity and entering the name of Promoter Entity in the records of the Company (including in the register of members of the Company) as the registered owner of such Additional Shares.

213.5. The Promoter Warrants will be locked in for the period specified by Law. The Additional Shares allotted pursuant to exercise of the Promoter Entity will be locked in for the period specified by Law.

213.6. In the event only a part of the Promoter Warrants are converted into Additional Shares prior to the Completion of their Tenor, the Company will issue a new warrant certificate in respect of the unexercised Promoter Warrants, to be exercised during the remaining Tenor of the Promoter Warrants, and deliver the same to the Promoter Entity at the same time as allotment of Additional Shares in respect of the exercised Promoter Warrants.

213.7. Upon receipt of evidence reasonably satisfactory to the Company of the loss, theft, destruction or mutilation of the certificates pertaining the Promoter Warrants (**"Promoter Warrant Certificates"**) and (in the case of loss, theft or destruction) upon delivery of an indemnity agreement in an amount reasonably satisfactory to it, or (in the case of mutilation) upon surrender and cancellation thereof, the Company will issue, in lieu thereof, a new certificate on the same terms and conditions.

213.8. Subject to Article 213.5 above, the title to the Promoter Warrants may be transferred to an Affiliate of the Promoter Entity by endorsement and delivery in the same manner as in the case of a negotiable instrument transferable by endorsement and delivery.

213.9. Until the Promoter Warrants are transferred, the Company will treat the Promoter Entity as the absolute owner for all purposes without being affected by any notice to the contrary.

213.10. The Promoter Warrant Certificates may be split, upon surrender of the aforesaid certificates to the Company, for any number of new Promoter Warrant Certificates representing such aggregate number of Promoter Warrants as was represented by the original Promoter Warrant Certificates.

214. Termination

214.1. Subject to Article 211.3.2, the remaining provisions of Part III of the Articles of Association will cease to apply as between the Investor, the Company and the Promoter Group upon the Investor ceasing to hold at least 10% of the Share Capital of the Company.

Max Estates Limited

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Information Memorandum), which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at Max Towers, L-12, C-001/A/1, Sector – 16B, Noida – 201301, Uttar Pradesh, India from 10.00 a.m. to 05.00 p.m. on working days from the date of the Information Memorandum.

Copies of the below mentioned contracts and also the documents for inspection referred to hereunder, will be available on the website of our Company at www.maxestates.in for a period of seven Working Days from the date of filing of this Information Memorandum with the Stock Exchanges.

Documents for Inspection

1. Certificate of Incorporation of our Company dated March 22, 2016.
2. Memorandum and Articles of Association of our Company, as amended till date.
3. Copy of the Fairness Report provided by Sundae Capital Advisors Private Limited dated April 18, 2022.
4. Copy of the Undertaking and the Auditor's certificate dated April 18, 2022 submitted to SEBI confirming non application of clause (I)(A)(9)(a) of the Annexure I to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
5. Copy of the resolution passed by the Board of directors dated April 18, 2022 approving the scheme.
6. Scheme of Arrangement among Max Ventures and Industries Limited and Max Estates Limited and their respective shareholders and Creditors.
7. Letter under Regulation 37 of SEBI LODR Regulations issued by BSE vide DCS/AMAL/MJ/IP/2407/2022-23 dated July 11, 2022 and NSE vide NSE/LIST/30949_II dated July 11, 2022.
8. Order dated July 03, 2023 (certified true copy recieved on July 24, 2023) of the Hon'ble National Company law Tribunal, Chandigarh Bench sanctioning the Scheme of Amalgamation and Arrangement under Section 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013.
9. Registrar and Transfer Agent agreement dated August 18, 2023 entered into among our Company and the Registrar and Transfer Agent to the Company;
10. Tripartite Agreement dated June 09, 2022 among our Company, the Registrar and CDSL.
11. Tripartite Agreement dated June 09, 2022 between among our Company, the Registrar and NSDL.
12. The Statement of Tax Benefits issued by AKAR & Associates Chartered Accountant dated August 18, 2023.
13. Audited Consolidated Financial Statements of the Company for the period ended June 30, 2023 and March 31, 2023.
14. Audited Standalone Financial Statements of the Company for the period ended on June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021.
15. BSE letter no. DCS/AMAL/PB/IP/2908/2023-24 dated September 15, 2023 granting in-principle listing approval for listing of Equity Shares.
16. NSE letter no. NSE/LIST/110 dated September 14, 2023 granting in-principle listing approval for listing of Equity Shares.
17. SEBI Relaxation letter no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/42509/2 dated October 16, 2023 granting relaxation for listing from the applicability of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957.

Any of the contracts or documents mentioned in the Information Memorandum may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act, 2013 and other relevant statutes.

Max Estates Limited

DECLARATION

All relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements made in this Information Memorandum are true and correct.

On behalf of the Board of Directors of Max Estates Limited

Abhishek Mishra
Company Secretary & Compliance Officer

Date: October 23, 2023
Place: Noida

S.R. BATLIBOI & CO. LLP
Chartered Accountants

67, Institutional Area
Sector 44, Gurugram - 122003
Haryana, India

Tel: +91 124 681 6000

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Max Estates Limited

Opinion

We have audited the accompanying Interim Consolidated Financial Statements of Max Estates Limited ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the interim consolidated Balance Sheet as at June 30, 2023, and the interim consolidated Statement of Profit and Loss, including other comprehensive income, interim consolidated Cash Flow Statement and the interim consolidated Statement of Changes in Equity for the three-month period then ended, and notes to the interim consolidated financial statements, including a summary of significant accounting policies and other explanatory information. These Interim Consolidated Financial Statements are prepared by the Company solely for the purpose to facilitate the listing of equity shares of the Company pursuant to SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, governing "(i)Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules,1957".

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid interim consolidated financial statements give a true and fair view in conformity with the accounting principle generally accepted in India including the Indian Accounting Standard (Ind AS) 34 specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

(a) in the case of the interim consolidated Balance Sheet, of the state of affairs of the Group as at June 30, 2023;

(b) in the case of the interim consolidated Statement of Profit and Loss including other comprehensive income, of the loss for the three-month period ended on that date;

(c) in the case of the interim consolidated Cash Flow Statement, of the cash flows for the three-month period ended on that date; and

(d) in the case of the interim consolidated Statement of Changes in Equity, of the changes in equity for the three-month period ended on that date.

Basis for Opinion

We conducted our audit of the interim consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Interim Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the interim consolidated Ind AS financial statements.

S.R. BATLIBOI & CO. LLP GURUGRAM

Management's Responsibility for the Interim Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these interim consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the interim consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Interim Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Interim Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the interim consolidated 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 interim consolidated 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 interim consolidated 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.

S.R. BATLIBOI & CO. LLP * GURUGRAM *

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 ability of the Group 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the interim consolidated financial statements, including the disclosures, and whether the interim consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures/joint operations of which we are the independent auditors [and whose financial information we have audited, to express an opinion on the interim consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the interim consolidated financial statements of which we are the independent auditors. For the other entities included in the interim consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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.

Other matters

a) The comparative financial information for the three-month period ended June 2022 including in these Interim Standalone Financial Statements have not been subjected to audit but have been approved by the board of Directors of the Company.

b) We did not audit the interim financial statements and other financial information, in respect of 06 (Six) subsidiaries, whose financial statements include total assets of Rs. 86,687.86 lacs as at June 30, 2023, total revenues of Rs. 883.17 lacs and net cash inflows amounting to Rs. 9,312.14 lacs for the three months period then ended. These interim financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion, in so far as it relates to the amounts and disclosures of such subsidiaries, is based solely on the report(s) of other auditors. Our opinion is not modified in respect of this matter.

S.R. BATLIBOI & CO. LLP * GURUGRAM *

Other matters - restriction of use

The accompanying interim purpose consolidated financial statements is for the limited purpose to facilitate the listing of equity shares of the Company, pursuant to SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, governing "(i)Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules,1957" and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our audit work, for this report, or for the opinions we have formed.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S.R. BATLIBOI & CO. LLP
GURUGRAM

Per Pravin Tulsyan
Partner
Membership Number:108044
UDIN: 23108044BGYZKM8302
Place of Signature: Gurugram
Date: October 19, 2023

Max Estates Limited
Consolidated Balance Sheet as at June 30, 2023

(Rs. in Lakhs)

Particular	Notes	As at June 30, 2023	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	610.65	582.67
Investment properties	3A	1,45,299.84	1,40,508.92
Other intangible assets	4	381.40	333.05
Right-of-use assets	4B	1,270.76	1,317.55
Financial assets			
(i) Investments	5 (i)	930.01	5,363.17
(ii) Trade receivables	5 (ii)	894.33	968.61
(iii) Other bank balances	5 (iii)	1,106.31	1,001.35
(iv) Other financial assets	5 (iv)	9,372.59	6,858.87
Deferred tax assets	16	2,041.53	1,998.45
Non-current tax assets	6	1,654.63	1,552.71
Other non current assets	7	6,969.27	5,337.43
		1,70,531.32	**1,65,822.78**
Current assets			
Inventories	8	41,727.39	38,691.83
Financial assets			
(i) Investments	9 (i)	22,302.78	10,596.36
(ii) Trade receivables	9 (ii)	1,062.16	578.06
(iii) Cash and cash equivalents	9 (iii)	10,316.27	1,762.70
(iv) Bank Balances other than (iii) above	9 (iv)	2,832.26	2,374.31
(vi) Other financial assets	9 (v)	3,398.68	804.46
Other current assets	10	1,403.79	2,088.39
		83,043.33	**56,896.11**
Total assets		**2,53,574.65**	**2,22,718.89**
Equity			
Equity share capital	11		
Pending for allotment	11	14,713.45	14,710.36
Other equity	12	1,02,662.36	1,06,410.14
Equity attributable to equity holders of parent company		**1,17,375.81**	**1,21,120.50**
Non-controlling interest	44	20,394.12	4,266.94
Total equity		**1,37,769.93**	**1,25,387.44**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	13	85,629.03	75,081.26
(ii) Lease liabilities	4b	3,431.82	3,488.11
(iii) Other non current financial liabilities	14	6,152.93	4,536.85
Long term provisions	15	187.26	169.33
Deferred tax liabilities	16	519.44	1,083.41
		95,920.48	**84,358.96**
Current liabilities			
Financial liabilities			
(i) Borrowings	17(i)	1,130.61	7,358.04
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	17(ii)	41.00	501.79
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17(ii)	2,498.15	2,201.72
(iii) Lease liabilities	4b	244.39	236.66
(iv) Other current financial liabilities	17(iii)	3,518.66	1,655.24
Current Tax Liabilities (net)	19	24.83	-
Other current liabilities	20	12,121.45	767.41
Short term provisions	18	305.15	251.63
		19,884.24	**12,972.49**
Total liabilities		**1,15,804.72**	**97,331.45**
Total equity and liabilities		**2,53,574.65**	**2,22,718.89**

Summary of accounting policies 2
Other notes to accounts 3-48

As per our report of even date
The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership no: 108044

Place : Gurugram
Date: October 19, 2023

S.R. Batliboi & Co. LLP Gurugram

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

Max Estates Limited
Consolidated Statement of Profit and Loss for the three months period ended June 30, 2023

(Rs. in Lakhs)

	Notes	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
INCOME			
Revenue from operations	21	1,827.63	2,731.66
Other income	22	517.47	623.52
Total income		**2,345.10**	**3,355.18**
EXPENSES			
Cost of land, plots, development rights, constructed properties and others	23	-	-
Change in inventories of constructed properties	24	-	395.27
Employee benefits expense	25	266.94	448.70
Finance costs	26	437.65	353.82
Depreciation and amortization expense	27	368.73	387.66
Other expenses	28	1,246.52	1,019.63
Total expenses		**2,319.84**	**2,605.08**
Profit/(loss) before exceptional items and tax		**25.26**	**750.10**
Exceptional item	5(i)	(4,445.36)	-
Profit/(loss) before tax		**(4,420.10)**	**750.10**
Tax expenses	30		
Current income tax charge		61.04	20.00
Deferred tax expense/ (credit)		(644.11)	95.30
Total tax expense		**(583.07)**	**115.30**
Profit/(loss) after tax		**(3,837.03)**	**634.80**
Attributable to:			
Equity holders of the parent		(3,778.72)	628.54
Non-controlling interests		(58.31)	6.26
Other comprehensive income not to be reclassified to profit or loss in subsequent period:			
Re-measurement loss/(gain) of defined benefit plans	31	13.27	2.98
Income tax effect		(4.80)	(0.75)
Net comprehensive income not to be reclassified to profit or loss in subsequent period:		**8.47**	**2.23**
Other comprehensive income/(loss) for the period, net of tax		**8.47**	**2.23**
Attributable to:			
Equity holders of the parent		8.47	2.23
Non-controlling interests		-	-
Total comprehensive income/(loss) for the period		**(3,828.56)**	**637.03**
Attributable to:			
Equity holders of the parent		(3,770.25)	630.77
Non-controlling interests		(58.31)	6.26
Earnings per equity share (Nominal value of share Rs.10/-)	32		
Basic (Rs.)		(2.61)	0.43
Diluted (Rs.)		(2.61)	0.43
		(not annualised)	(not annualised)
Summary of accounting policies	2		
Other notes to accounts	3-48		

As per our report of even date
The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership no: 108044

Place : Gurugram
Date: October 19, 2023

S.R. Batliboi & Co. LLP Gurugram

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

Max Estates Limited
Consolidated Statement of changes in equity for the three months period ended June 30, 2023

a) Equity share capital

Particulars	**Nos.**	**(Rs. in Lakhs)**
Shares of Rs. 10/- each, issued, subscribed and fully paid		
As at March 31, 2022	7,79,10,000	7,791.00
Less: Merger effect	(7,79,10,000)	(7,791)
As at March 31, 2022	-	-
As at March 31, 2023		
Add: Shares issued under Employee stock option scheme	30,918	3.09
Less: Adjustment for merger	(30,918)	(3.09)
As at June 30, 2023	-	-

b) Other equity (Rs. in Lakhs)

Particulars	**Reserves and surplus**							
	Capital reserve (refer note 12)	**Securities premium (refer note 12)**	**Employee stock options outstanding (refer note 12)**	**Retained earnings (refer note 12)**	**Total other equity**	**Shares pending issuance**	**Non-controlling interest (refer note 44)**	**Total Equity**
As at March 31, 2022	-	-	401.20	(4,469.47)	(4,068.27)	-	3,423.27	(645.00)
Merger effect	13,042.52	50,084.05	(229.92)	45,759.07	1,08,655.72	14,694.66	1,013.91	1,24,364.29
As at April 01, 2022	13,042.52	50,084.05	161.28	41,289.60	1,04,577.45	14,694.66	4,437.18	1,23,709.29
Profit for the year	-	-	-	628.54	628.54	-	6.26	634.80
Other comprehensive income for the year	-	-	-	2.98	2.98	-	-	2.98
Net movement in Non-controlling interest	-	-	-	-	-	-	857.00	857.00
Shares issued under Employee stock option scheme	-	6.84	-	-	6.84	11.11	-	17.95
Forfeiture of Shares under Employee stock option scheme	-	-	(23.20)	23.20	-	-	-	-
Expense recognized during the year	-	-	16.22	-	16.22	-	-	16.22
As at June 30, 2022	13,042.52	50,090.89	154.30	41,944.32	1,05,232.04	14,705.77	5,300.44	1,25,238.25
As at April 01, 2022	13,042.52	50,084.05	161.28	41,289.60	1,04,577.45	14,694.66	4,437.18	1,23,709.29
Profit for the year				1,901.49	1,901.49	-	(54.79)	1,846.70
Other comprehensive income for the year				0.01	0.01			0.01
Adjustment for capital reduction in Phamax Corporation Limited		(183.66)			(183.66)			(183.66)
Net movement in Non-controlling interest					-	-	(115.45)	(115.45)
Shares issued under Employee stock option scheme		50.75	(41.58)		9.17	15.70		24.87
Forfeiture of Shares under Employee stock option scheme			(8.49)	8.49	-			-
Expense recognized during the year			105.69		105.69			105.69
As at March 31, 2023	13,042.52	49,951.14	216.90	43,199.59	1,06,410.15	14,710.36	4,266.94	1,25,387.45
Profit for the period	-	-	-	(3,778.72)	(3,778.72)	-	(58.31)	(3,837.03)
Other comprehensive income for the period	-	-	-	8.47	8.47	-	-	8.47
Net movement/adjustment for Non-controlling interest	-	-	-	-	-	-	16,185.49	16,185.49
Shares issued under Employee stock option scheme	-	5.00	-	-	5.00	3.09	-	8.09
Expense recognized during the period	-	-	17.46	-	17.46	-	-	17.46
As at June 30, 2023	13,042.52	49,956.14	234.36	39,429.34	1,02,662.36	14,713.45	20,394.12	1,37,769.93

Summary of accounting policies 2
Other notes to accounts 3-48
As per our report of even date
The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership no: 108044

Place : Gurugram
Date: October 19, 2023

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

S.R. Batliboi & Co. LLP Gurugram

Max Estates Limited
Consolidated Statement of Cash Flows for the three months period ended June 30, 2023

(Rs. in Lakhs)

	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
Operating activities		
Profit/(loss) before tax	(4,420.10)	750.10
Adjustments to reconcile profit before tax to net cash flows:		
Exceptional item	4,445.36	-
Depreciation and amortisation expenses	368.73	387.66
Expense recognised on employee stock option scheme	15.92	14.16
Fair value gain on financial instruments at fair value through profit or loss	(276.46)	(226.13)
Gain on sale of financial instruments	(65.37)	(36.79)
Liabilities/provisions no longer required written back	(13.15)	-
Interest income	(127.36)	(309.41)
Finance costs	437.65	353.82
Operating profit before working capital changes	**365.22**	**933.41**
Working capital adjustments:		
Increase/ (decrease) in trade payables	(151.21)	516.32
Increase/ (decrease) in other current and non current financial liability	451.74	(1,026.39)
Increase/ (decrease) in provisions	71.45	(649.87)
Increase/ (decrease) in other current and non-current liabilities	11,353.68	2,106.16
Increase/ (decrease) in other financial liabilities	-	-
Decrease / (increase) in trade receivables	(409.82)	318.61
Decrease / (increase) in inventories	(3,035.56)	(28,876.58)
Decrease / (increase) in other current and non current assets	698.09	(516.81)
Decrease / (increase) in current and non current financial assets	(6,357.38)	(248.05)
Cash generated from operations	**2,986.21**	**(27,443.20)**
Income tax paid (net of refund)	(96.26)	(81.96)
Net cash flows from/(used) in operating activities	**2,889.95**	**(27,525.16)**
Investing activities		
Purchase of property, plant and equipment and investment property (including intangible assets and capital advances-net of interest capitalised)	(3,207.25)	(3,893.71)
Interest received	68.24	456.95
Net (investment)/redemption of fixed deposits	(562.91)	34,716.80
Sale of current investments	10,832.85	-
Purchase of current investments	(22,209.64)	3,450.26
(Purchase)/ Proceeds from sale of non current investments	-	(1,848.57)
Net cash flows from/(used) in investing activities	**(15,078.71)**	**32,881.73**
Financing activities		
Proceeds from exercise of employee stock option plan	8.09	20.64
Repayment of lease liability (including interest)	(150.54)	(155.09)
Sale of stake in subsidiary	14,490.49	-
Proceeds/(repayments) of short term borrowings (net)	(6,227.43)	(509.00)
Repayments of long term borrowings	(254.93)	(3,657.41)
Proceeds from long-term borrowings	13,802.09	9,350.55
Interest paid	(925.44)	(862.08)
Net cash flows from financing activities	**20,742.33**	**4,187.61**
Net decrease in cash and cash equivalents	8,553.57	9,544.18
Add: Merger adjustment	-	211.29
Cash and cash equivalents at the beginning of the year	1,762.70	272.20
Cash and cash equivalents at the year end	**10,316.27**	**10,027.67**

Components of cash and cash equivalents :

	As at June 30, 2023	As at June 30, 2022
Balances with banks:		
On current accounts	3,545.60	2,287.07
Deposits with remaining maturity for less than 3 months	6,509.01	-
Cheques on hand	-	7,732.62
Cash on hand	261.66	7.98
	10,316.27	**10,027.67**

Summary of accounting policies	2
Other notes to accounts	3-48

As per our report of even date
The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership no: 108044

S.R. Batliboi & Co. LLP Gurugram

Place : Gurugram
Date: October 19, 2023

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

1 Corporate Information

The Consolidated Ind AS financial statements comprise financial statements of Max Estates Limited (the Company) and its subsidiaries (collectively, the Group) for the period ended June 30, 2023. The Company is registered in India under Companies Act, 2013 and was incorporated on March 22, 2016.

Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab - 144533.

The Group is principally engaged in the business of:

- Construction and development of residential and commercial properties;
- Making investments in various companies and primarily engaged in growing and nurturing these business investments;
- Providing facility management services and managed office services
- Providing shared services to its other group companies

During the current period, the Company has completed the merger of Max Ventures and Industries Limited ('Transferor Company') (appointed date April 01, 2022). Pursuant to the scheme of merger filed under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order dated July 03, 2023, approved the aforesaid Scheme.

The consolidated Ind AS financial statements were authorised for issue in accordance with a resolution by the Board of directors of the Company on October 19, 2023.

2 Accounting policies

2.1 a) Basis of preparation

These Interim Consolidated Financial Statements are prepared by the Company for the purpose to facilitate the listing of equity shares of the Company pursuant to SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, governing "(i)Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules,1957".

This note provides a list of summary of accounting policies adopted in the preparation of these Interim consolidated Financial Statements.

These consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013 (Ind AS Compliant Schedule III).

The consolidated Ind AS financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value

(i) Certain financial assets and liabilities (refer accounting policy regarding financial instruments)

(ii) Defined benefit plans - plan assets

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The Consolidated Ind AS Financial Statements are presented in INR and all values are rounded to nearest Lakhs (INR 00,000) except when otherwise stated

The accounting policies have been consistently applied by the Group.

b) Basis of Consolidation

The Consolidated Ind AS Financial Statements (CFS) comprises the financial statements of the Company and its subsidiaries as at June 30, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- ► Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- ► Exposure, or rights, to variable returns from its involvement with the investee, and
- ► The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- ► The contractual arrangement with the other vote holders of the investee
- ► Rights arising from other contractual arrangements
- ► The Group's voting rights and potential voting rights
- ► The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Ind AS financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Ind AS financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated Ind AS financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated Ind AS financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., period ended June 30. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the

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amounts of the assets and liabilities recognised in the consolidated Ind AS financial statements at the acquisition date.

(ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(iii) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated Ind AS financial statements. IND AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss

Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

2.2 Summary of accounting policies

a. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

(i) Expected to be realized or intended to be sold or consumed in normal operating cycle
(ii) Held primarily for the purpose of trading
(iii) Expected to be realized within twelve months after the reporting period, or
(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

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A liability is current when:

(i) It is expected to be settled in normal operating cycle
(ii) It is held primarily for the purpose of trading
(iii) It is due to settled within twelve months after the reporting period, or
(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group 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 realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

b. Property, Plant and Equipment and Investment Property

(i) Property, Plant and Equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of GST credit availed wherever applicable. Cost includes borrowing cost for long term construction projects if recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant, property and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect to tangible and intangible assets acquired under the business transfer agreement, the Group has calculated depreciation/amortization on straight-line basis using the rates arrived at based on a technical estimate of the residual useful lives estimated by an independent engineering consultancy professional firm.

In respect of other assets, depreciation is calculated on pro rata basis on straight-line basis over estimated useful lives estimated by the management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

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Assets	Useful lives estimated by the management (years)
Leasehold Improvements	Over life of lease or life of asset whichever is less
Factory building	30
Other building	60
Plant and Equipment	15-25
Office Equipment	3 - 5
Computers & Data Processing Units	3 - 6
Furniture and Fixtures	10
Motor Vehicles	3 - 8

(ii) Investment Property

Recognition and initial measurement:
Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are measured initially at their cost of acquisition including transaction costs The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Property held under lease is classified as investment property when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. 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 Group All other repair and maintenance costs are recognised in statement of profit and loss as incurred The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on investment properties is provided on the straight-line method, over the useful lives of the assets are as follows:

Asset category'	Estimated life
Buildings and related equipment	15 to 60
Plant & Machinery & other equipment	6 to 10

Estimated useful life of Leasehold land is over the period of lease

Though the Company measures investment property using cost-based measurement, the fair value of investment properly is disclosed in the notes Fair values are determined based on an annual evaluation performed by the company applying a valuation model acceptable.

De-recognition
Investment properties are de-recognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of de-recognition.

Depreciation on investment property has been provided on straight line method over the useful life of assets Useful life of assets are as under

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Building and related equipments	15 to 60 years
Plant & machinery, furniture & fixtures and other equipments	6 to 10 years

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

Intangible assets with finite useful life are amortized on a straight-line basis over their estimated useful life of 3-6 years.

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

(a.) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
(b.) Its intention to complete and its ability and intention to use or sell the asset
(c.) How the asset will generate future economic benefits
(d.) The availability of resources to complete the asset
(e.) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

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d. Business combinations

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Company. Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. The pooling of interest method is considered to involve the following:

(i) The assets and liabilities of the combining entities are reflected at their carrying amounts.
(ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.
(iii) The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.
(iv) The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.

e. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, country in which the entity operates, or for the market in which the asset is used.

Impairment losses including impairment on inventories, are recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses no longer exist or may have decreased. If such indication exists, the

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Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Impairment testing of goodwill and intangible assets with indefinite lives

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non – financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

f. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

The Group classified its financial assets in the following measurement categories:
- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement
All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset. The difference between the transaction amount and amortised cost in case of interest free loan to subsidiaries based on expected repayment period is considered as deemed investment.

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Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:
(i) Debt instruments at amortized cost
(ii) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost
A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

(i) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value change), and

(ii) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the Group estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Equity investments of other entities

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.
Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e., removed from the Group's statement of financial position) when:
- the rights to receive cash flows from the asset have expired, or

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-the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

(a) the Group has transferred the rights to receive cash flows from the financial assets or
(b) the Group has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- Financial assets measured at amortised cost; e.g. Loans, security deposits, trade receivable, bank balance.
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Group follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. the Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12- months ECL.

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Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(ii) Financial liabilities

Initial recognition and measurement
Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Group financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Trade Payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using EIR method.

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings
Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts
Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment

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when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or medication is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Compound financial instruments
Compound financial convertible instruments are separated into liability and equity components based on the terms of the contract. On issuance of the convertible instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible instruments based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

g. Revenue from contracts with customers

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

The Group has applied five step model as per Ind AS 115 'Revenue from contracts with customers' to recognise revenue in the Ind AS financial statements. The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

a) The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Company performs; or
b) The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
c) The Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date.
For performance obligations where any of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.
Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer. The following specific recognition criteria must also be met before revenue is recognized:

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Revenue is recognised over period of time in respect of rental services on an accrual basis, in accordance with the terms of the respective contract as and when the Company satisfies performance obligations by delivering the services as per contractual agreed terms.

Revenue from shared services
Revenue is recognised over period of time in respect of shares services on an accrual basis, in accordance with the terms of the respective contract as and when the Company satisfies performance obligations by delivering the services as per contractually agreed terms.

Revenue from project management consultancy / secondment
Revenue from project management consultancy / secondment is recognized as per the terms of the agreement on the basis of services rendered.

Gain on sale of investments
On disposal of an investment, the difference between the carrying amount and net disposal proceeds is recognised to the profit and loss statement.

Facility Management
Revenue from facility management is recognised as per the terms of the agreement on the basis of services rendered.

Revenue from constructed properties
Revenue is recognised over time if either of the following conditions is met:

a. Buyers take all the benefits of the property as real estate developers construct the property.
b. Buyers obtain physical possession of the property
c. The property unit to be delivered is specified in the contract and real estate entity does not have an alternative use of the unit; the buyer does not have the discretion to terminate the contract and the entity has right to payment for work completed to date.

In case none of these conditions is met, revenue would be recognised at a point in time when the control of the property is passed on to the customer.

Contract balances

Contract assets

A contract asset is initially recognised for revenue earned from shared services because the receipt of consideration is conditional on successful completion of the contract. Upon completion of the contract and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

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Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related services to the customer).

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The specific recognition criteria described below must also be met before revenue is recognized.

h. Inventories

Inventories in real estate business
Inventories also comprise completed units for sale and property under construction (Work in progress):

(A) Completed Unsold inventory is valued at lower of cost and net realizable value. Cost is determined by including cost of land, materials, services and related overheads.
(B) Work in progress is valued at cost. Cost comprises value of land (including development rights), materials, services and other overheads related to projects under construction.

i. Taxes

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

GST (Goods and Service tax)/ Sales tax/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST (Goods and Service tax)/ Sales tax/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of Other current assets or liabilities in the balance sheet.

j. Borrowing costs

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset are substantially ready for their intended use. Where fund are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing incurred.

Where surplus funds are available out of money borrowed specifically to finance project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rate applicable to relevant general borrowing of the Group during the year. Capitalisation of borrowing cost is suspended and charged to profit and loss during the extended periods when the active development on the qualifying project is interrupted. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (d) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

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The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor
Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

l. Provision and Contingent liabilities

Provisions
A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities
A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Group does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

m. Retirement and other employee benefits

Provident fund
The Group has contributed to employees provident fund benefits through a trust "Max Financial Services Limited Provident Fund Trust" managed by Max Financial Services Limited (erstwhile Max India Limited) whereby amounts determined at a fixed percentage of basic salaries of the employees are deposited to the trust every month. The benefit vests upon commencement of the employment. The interest rate payable by the trust to the beneficiaries every year is notified by the government and the Group has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Group has obtained actuarial valuation to determine the shortfall, if any, as at the Balance Sheet date. The Group recognizes contribution payable to the provident fund as an expense, when the employee renders the related service.

Gratuity
Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Max Speciality Films Limited, subsidiary of the Company has also made contribution to Life Insurance Corporation (LIC) towards a policy to cover the gratuity liability of the employees to an extent. The difference between

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the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with LIC is provided for as liability in the books.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Group recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

(i) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.

(ii) Net interest expenses or income

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit .The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet as the Company does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

Long term incentive plan
Employees of the Group receives defined incentive, whereby employees render services for a specified period. Long term incentive is measured on accrual basis over the period as per the terms of contract.

n. Share-based payments

Employees of the Company receive remuneration in the form of share based payment transaction, whereby employees render services as a consideration for equity instruments (equity- settled transactions).

Equity-settled transactions
The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

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That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders of the parent company and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares

q. Foreign currencies

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group's consolidated Ind AS financial statements are presented in Indian rupee (Rs.) which is also the Group's functional and presentation currency.

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Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the time of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

r. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
(i) In the principal market for the asset or liability, or
(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient date are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
(i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
(ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
(iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring and non-recurring fair value measurement, such as derivative instruments measured at fair value.

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External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decides, after discussions with the Group's external valuers which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies.

The management in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (note 39)

Quantitative disclosures of fair value measurement hierarchy (note 39)

Financial instruments (including those carried at amortised cost) (note 39)

t. Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on the basis of accomplishment of export obligations.

The Group has inventorized the duty saved on import of raw material and recognised Government grant as liability. Deferred income is recognised in statement of profit and loss as and when export obligations are fulfiled and government grant is reduced by deferred income recognised.

2.3 Accounting judgements, estimates and assumptions

The preparation of the Group's Consolidated Ind AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the grouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

(a) Operating lease commitments - Group as lessee

The Group has taken various commercial properties on leases. the Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it does not retain all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases. Refer Note 4b.

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Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

(b) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds where remaining maturity if such bond corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 36.

(c) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Group uses Net asset value for valuation of investment in mutual funds. Refer Note 39 related to Fair value disclosures.

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2.4 RECENT ACCOUNTING PRONOUNCEMENTS:

A. Amended standards adopted by the Group

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments does not have any material impact on the consolidated financial statements as there is no change in accounting estimates and changes in accounting policies and the correction of errors.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The Group has given accounting policies disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101.

The amendments does not have any material impact on the financial statements.

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3. Property, plant and equipment (PPE)

(Rs. in Lakhs)

	Leasehold improvements	Plant and equipment	Furniture and fixture	Office equipment	Computers and data processing units	Motor vehicles*	Total
March 31, 2022	-	-	1.02	9.79	36.67	131.27	178.75
Add Merger Effect	392.01	54.07	65.51	4.77	100.12	174.16	790.65
April 1, 2022	392.01	54.07	66.53	14.56	136.79	305.43	969.40
Additions	-	-	-	0.62	3.82	-	4.44
Disposals	-	-	-	-	-	-	-
June 30, 2022	392.01	54.07	66.53	15.18	140.61	305.43	973.84
March 31, 2022	-	-	1.02	9.79	36.67	131.27	178.75
Add Merger Effect	392.01	54.07	65.51	4.77	100.12	174.17	790.65
Additions	200.91	-	63.11	26.72	51.04	39.50	381.28
Disposals	(383.66)	-	(67.20)	(6.08)	(38.07)	-	(495.01)
Add: adjustments	-	15.36	2.81	-	1.70	-	19.87
March 31, 2023	209.26	69.43	65.25	35.20	151.46	344.93	875.54
Add Merger Effect							
Additions	-	-	-	-	-	53.59	53.59
Disposals	-	-	-	-	-	-	-
June 30, 2023	209.26	69.43	65.25	35.20	151.46	398.52	929.13
Accumulated Depreciation							
March 31, 2022	-	-	0.38	9.24	14.78	37.87	62.26
Add Merger Effect	96.51	45.15	21.15	1.77	67.24	39.27	271.09
April 1, 2022	96.51	45.15	21.53	11.01	82.02	77.14	333.35
Depreciation	8.25	0.09	1.77	0.72	5.68	9.31	25.82
June 30, 2022	104.76	45.24	23.30	11.73	87.70	86.45	359.17
March 31, 2022	-	-	0.38	9.24	14.78	37.87	62.26
Add Merger Effect	96.51	45.15	21.15	1.77	67.24	39.27	271.09
Depreciation	39.84	0.37	9.77	4.78	26.03	37.84	118.63
Disposals	(120.49)	-	(25.29)	(4.22)	(24.02)	-	(174.02)
Add: adjustments	-	12.44	2.08	-	0.36	-	14.89
March 31, 2023	15.86	57.96	8.09	11.57	84.39	114.98	292.85
Depreciation	4.28		1.67	2.13	5.77	11.76	25.61
Disposals							-
June 30, 2023	20.14	57.96	9.76	13.70	90.16	126.74	318.46
Net carrying amount							
As at June 30, 2023	189.12	11.45	55.49	21.50	61.30	271.79	610.65
As at March 31, 2023	193.40	11.46	57.16	23.63	67.07	229.96	582.67
As at June 30, 2022	287.25	8.83	43.23	3.45	52.91	218.98	614.67
As at March 31, 2022	-	-	0.64	0.55	21.89	93.40	116.49

Notes :

* Refer note no 13 for charge created on property, plant and equipment as security against borrowings.

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3A Investment property

(Rs. in Lakhs)

Particulars	Investment property	Land	Investment property (under development)	Total
Gross Block				
March 31, 2022	**58,777.85**	**-**	**33,667.10**	**92,444.95**
Add Merger Effect	**(3,228.49)**	**8,874.50**	**(5,612.37)**	**33.64**
April 1, 2022	**55,549.36**	**8,874.50**	**28,054.73**	**92,478.59**
Additions/ adjustments	98.81		3,195.58	3,294.39
June 30, 2022	**55,648.17**	**8,874.50**	**31,250.31**	**95,772.98**
March 31, 2022	**58,777.85**	**-**	**33,667.10**	**92,444.95**
Add Merger Effect	**(3,228.49)**	**8,874.50**	**(5,612.37)**	33.64
Additions/ adjustments	1,735.61	-	50,197.53	51,933.14
March 31, 2023	**57,284.97**	**8,874.50**	**78,252.26**	**1,44,411.73**
Additions/ adjustments	1,296.59	-	3,779.63	5,076.22
June 30, 2023	**58,581.56**	**8,874.50**	**82,031.89**	**1,49,487.95**
Accumulated Depreciation				
April 1, 2022	**2,772.60**	-	-	**2,772.60**
Add Merger Effect	31.37	-	-	31.37
April 1, 2022	**2,803.97**	-	-	**2,803.97**
Depreciation	272.76	-	-	272.76
June 30, 2022	**3,076.73**	-	-	**3,076.73**
April 1, 2022	**2,772.60**	-	-	**2,772.60**
Add Merger Effect	31.38	-	-	31.38
Depreciation	1,098.82	-	-	1,098.82
March 31, 2023	**3,902.80**		-	**3,902.81**
Depreciation	285.31	-	-	285.31
June 30, 2023	**4,188.11**	-	-	**4,188.12**
Net carrying amount				
As at June 30, 2023	**54,393.45**	**8,874.50**	**82,031.89**	**1,45,299.84**
As at March 31, 2023	**53,382.17**	**8,874.50**	**78,252.26**	**1,40,508.92**
As at June 30, 2022	**52,571.44**	**8,874.50**	**31,250.31**	**92,696.25**
As at March 31, 2022	**56,005.25**	**-**	**33,667.10**	**89,672.35**

Investment property as at June 30, 2023 and March 31, 2023 includes property under construction at Sector 65 Gurugram under Acreage Builders Private Limited, a subsidiary company, property under construction at Sector 129 Noida under Max Square Limited, a subsidiary company and property under construction at Okhla, Delhi under Pharmax Corporation Limited, a subsidiary company. During the period investment property at Okhla Delhi under Pharmax Corporatioin Limited is capitalised and Max Square Project 1 will be capitalised during next quarter.

i) For investment property under development, ageing as at June 30, 2023:

	Amount in investment property under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Max Square Limited	2,482.42	11,234.05	11,590.44	16,551.34	**41,858.25**
Acreage Builders Private Limited	11,298.58	23,412.68	-	-	**34,711.26**
Pharmax Corporation Limited	1,737.43	2,271.66	1,453.36	-	**5,462.45**
Total	**15,518.43**	**36,918.39**	**13,043.80**	**16,551.34**	**82,031.96**

ii) For investment property under development, ageing as at March 31, 2023:

	Amount in investment property under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Max Square Limited	12,975.06	9,513.80	5,891.34	11,101.58	**39,481.78**
Acreage Builders Private Limited	33,957.46	-	-	-	**33,957.46**
Pharmax Corporation Limited	3,347.21	1,465.82	-	-	**4,813.03**
Total	**50,279.73**	**10,979.62**	**5,891.34**	**11,101.58**	**78,252.27**

Notes:
(i) Contractual obligations
Refer note 34 for disclosure of contractual commitments for the acquisition of investment properties.

(ii) Capitalised borrowing cost
During the period, the Group has capitalised Rs.1422 lakhs (March 31, 2023- 3,297.57 lakhs) under investment property. Refer note 25

(iii) Amount recognised in profit and loss for investment properties	**June 30, 2023**	**(Rs. in Lakhs)** **June 30, 2022**
Rental income	1,408.53	1,745.33
Less: Direct operating expenses generating rental income	376.26	61.67
Profit from leasing of investment properties	**1,032.27**	**1,683.66**
Less: depreciation expense	368.31	321.21
Profit from leasing of investment properties after depreciation	**663.96**	**1,362.45**

(iv) Fair value
Fair value hierarchy and valuation technique
The fair value of investment property has been determined by the company internally, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value has been arrived using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental of 15% on every 3 years, vacancy rate of 3% and discount rate of 12.00%.

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Reconciliation of fair value:	(Rs. in Lakhs)
Opening balance as at 1 April 2022 (post merger effect)	Rs.63,500 to 71,000 lakhs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at 30 June 2022	Rs.63,500 to 71,000 lakhs
Opening balance as at March 31, 2022*	Rs.63,500 to 71,000 lakhs
Increase of Fair value	Rs. 1000 lakhs
Decline in fair value	-
Closing balance as at March 31, 2023 **	Rs.64,500 to 72,000 lakhs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at June 30, 2023 **	Rs.64,500 to 72,000 lakhs

** Other than Investment property (under development). Fair value of the investment property capitalised during the quarter is similar to the amount capitalised in books and hence not separately dislcosed
* also refer note 46

Valuation models applied for valuation:
Discounted cash flow method - net present value is determined based on projected cash flows discounted at an appropriate rate.

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Max Estates Limited
Notes to Consolidated Ind AS Financial Statements for the three months period ended June 30, 2023

4. Other Intangible assets

(Rs. in Lakhs)

Particular	Computer software	Total	Intangible assets under development
Gross carrying amount			
March 31, 2022	**17.85**	**17.85**	-
Add Merger Effect	**8.23**	**8.23**	**12.95**
As at April 01, 2022 (Post Merger Effect)	**26.08**	**26.08**	**12.95**
Additions			-
Disposals	-	-	-
June 30, 2022	**26.08**	**26.08**	**12.95**
March 31, 2022	**17.85**	**17.85**	-
Add Merger Effect	**8.23**	**8.23**	**12.95**
As at April 01, 2022 (Post Merger Effect)	**26.08**	**26.08**	**12.95**
Additions	329.11	329.11	-
Disposals	-	-	-
March 31, 2023	**355.19**	**355.19**	**12.95**
Add Merger Effect		-	
As at April 01, 2023 (Post Merger Effect)	**355.19**	**355.19**	**12.95**
Additions	59.43	59.43	-
Disposals	-	-	-
June 30, 2023	**414.62**	**414.62**	**12.95**
Amortisation			
March 31, 2022	**14.40**	**14.40**	-
Add Merger Effect	7.37	7.37	**12.95**
As at April 01, 2022 (Post Merger Effect)	**21.77**	**21.77**	**12.95**
Amortisation charge	1.04	-	-
Disposals	-	-	-
June 30, 2022	**22.81**	**21.77**	**12.95**
March 31, 2022	**14.40**	**14.40**	-
Add Merger Effect	7.37	7.37	**12.95**
As at April 01, 2022 (Post Merger Effect)	**21.77**	**21.77**	**12.95**
Amortisation charge	0.37	0.37	-
Disposals	-	-	-
March 31, 2023	**22.14**	**22.14**	**12.95**
Add Merger Effect	-	-	-
As at April 01, 2023 (Post Merger Effect)	**22.14**	**22.14**	**12.95**
Amortisation charge	11.08	11.08	-
Disposals	-	-	-
June 30, 2023	**33.22**	**33.22**	**12.95**
Net carrying amount			
June 30, 2023	**381.40**	**381.40**	-
March 31, 2023	**333.05**	**333.05**	-
June 30, 2022	**3.27**	**4.31**	-
As at March 31, 2022	**3.45**	**3.45**	-

* also refer note 46

4b Right of use assets

The Group has lease contracts for buidlings from related parties. The Group's obligations under its leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning or sub leasing the leased assets.

The carrying amounts of right-of-use assets recognised and the movements during the year/period:

(Rs. in Lakhs)

Particulars	Building	Total
As at March 31, 2022	**2,482.66**	**2,482.66**
Merger effect	-	-
As at April 1, 2022	**2,482.66**	**2,482.66**
Additions	-	-
Deletion	-	-
Depreciation expense	88.07	-
As at June 30, 2022	**2,570.73**	**2,482.66**
As at March 31, 2022	-	-
As at March 31, 2022	**2,482.66**	**2,482.66**
Merger effect	-	-
As at April 1, 2022	**2,482.66**	**2,482.66**
Additions	1,153.42	1,153.42
Deletion	(2,050.96)	(2,050.96)
Depreciation expense	(267.57)	(267.57)
As at March 31, 2023	**1,317.55**	**1,317.55**
Additions	-	-
Deletion	-	-
Depreciation expense	(46.79)	(46.79)
As at June 30, 2023	**1,270.76**	**1,270.76**

The carrying amounts of lease liabilities and the movement during the year/period:

(Rs. in Lakhs)

Particulars	Building	Total
As at March 31, 2022	**2,838.51**	**2,838.51**
Merger effect	-	-
As at April 01, 2022	**2,838.51**	**2,838.51**
Additions	-	-
Accretion of interest	77.79	77.79
Payments	(155.09)	(155.09)
As at June 30, 2022	**2,761.21**	**2,761.21**
As at April 1, 2022	**2,838.51**	**2,838.51**
Merger effect	-	-
As at March 31, 2022	**2,838.51**	**2,838.51**
Additions	1,073.51	1,073.51
Accretion of interest	377.56	377.56
Payments	(564.81)	(564.81)
As at March 31, 2023	**3,724.77**	**3,724.77**
Additions		-
Accretion of interest	101.99	101.99
Payments	(150.54)	(150.94)
As at June 30, 2023	**3,676.22**	**3,676.21**

(Rs. in Lakhs)

Particulars	As at June 30, 2023	As at March 31, 2023
Current lease liabilities	244.39	236.66
Non-current lease liabilities	3,431.82	3,488.11
Total	**3,676.21**	**3,724.77**

* The group has subleased one of the rental properties where Company is lessee to another tenant. The sub lease is in nature of finance lease hence, right to use asset corresponding to this lease has been derecognized in the books. Lease Liability is

The details regarding the maturity analysis of lease liabilities as at March 31, 2023 and June 30, 2023 on an undiscounted

(Rs. in Lakhs)

Particulars	As at June 30, 2023	As at March 31, 2023
Within one year	636.44	541.06
After one year but not more than five years	2,670.52	2,380.33
More than five years	2,351.38	1,837.03
Total	**5,658.34**	**4,758.42**

Considering the lease term of the leases, the effective interest rate for lease liabilities for all the period presented is 10.5%-11%. The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to

The following are the amounts recognised in profit or loss:

(Rs. in Lakhs)

Particulars	For the three months ended June 30, 2023	For the three months ended June 30, 2022
Depreciation expense of right-of-use assets	46.79	88.07
Interest expense on lease liabilities	101.99	77.79
Rent expenses	5.34	1.17
Total amount recognised in profit or loss	**154.12**	**167.03**

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5. Non-Current financial assets
(i) Investments

(Rs. in Lakhs)

	As at June 30, 2023	As at March 31, 2023
a) **Investment in preference shares (valued at fair value through profit and loss) (unquoted)** Azure Hospitality Private Limited# 16,234,829 (March 31, 2022 - 16,234,829) Series-C preference shares of nominal value Rs. 20 each fully paid up	-	4,445.06
b) **Smart Joules Private Limited (unquoted)** 232 (March 31, 2023 - 232) Series - A Compulsorily Convertible Preference Shares of norminal value Rs. 10 each fully paid up*	200.00	200.00
c) **Aliferous Technologies Private Limited (unquoted)** 461 (March 31, 2023 - 461) Compulsorily Covertible Preference Shares (Seed Series A1 CCPS) of Nominal Value Rs.100 each fully paid up**	49.92	49.92
d) **Investment in IAN Fund (unquoted)** 226,589.69 (March 31, 2023 - 226,589.69) units of nominal value Rs. 100 each fully paid up	223.30	219.27
e) **Birla Sun Life Cash Plus - Direct Plan *****	456.79	448.92
	930.01	**5,363.17**
Non-Current	**930.01**	**5,363.17**
Aggregate value of unquoted investments	**930.01**	**5,363.17**

Note:
*0.001% Non cumulative Series A Compulsory convertible partcipating preference shares will be convertible into one equity share per preference share, maximum after ten years from the date of issue.
**0.001% Non cumulative Compulsory convertible preference shares will be convertible into one equity share per preference share, maximum after nineteen years from the date of issue. The Group has committed to invest further Rs. 49.90 lakhs towards these preference shares. Refer note 35B.
*** Pledged as security for Debt Service Reserve Account (DSRA) for borrowings

During the period, consequent to reassessment of fair value of investment in Azure Hospitality Private Limited, the Group (through its subsidiary, Max I Limited) had recorded a fair value loss through statement of profit and loss of Rs. 4445.06 lakhs and presented as exceptional item.

(ii) Trade receivables

Trade receivable (unsecured)	894.33	968.61
	894.33	**968.61**

Trade Receivable Ageing
As at June 30, 2023

Particulars	Not due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	Total (Rs. in Lakhs)
	Outstanding for following periods from due date of payment					
(I) Undisputed Trade receivables-considered good	894.33	-	-	-	-	**894.33**
(ii) Undisputed Trade receivables-Which have significant in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-
Total	**894.33**	-	-	-	-	**894.33**

Trade Receivable Ageing
As at March 31, 2023

Particulars	Not due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	Total (Rs. in Lakhs)
	Outstanding for following periods from due date of payment					
(I) Undisputed Trade receivables-considered good	968.61	-	-	-	-	**968.61**
(ii) Undisputed Trade receivables-Which have significant in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-
Total	**968.61**	-	-	-	-	**968.61**

(iii) Other bank balances

Deposits with remaining maturity for more than 12 months	1,106.31	1,001.35
	1,106.31	**1,001.35**

(iv) Other non current financial assets

Security deposits {also refer note 41(b) for deposits made with related parties}	6,929.37	4,357.14
Rent receivable (Equalisation)	155.42	116.98
Lease Receivable	2,287.80	2,384.75
	9,372.59	**6,858.87**

6. Non-current tax assets

Advance income tax and tax deducted at source	1,654.63	1,552.71
	1,654.63	**1,552.71**

7. Other non current assets
Unsecured considered good unless otherwise stated

Capital advances (refer note 35b)	6,951.72	5,329.50
Balance with statutory authorities	17.55	7.93
	6,969.27	**5,337.43**

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(Rs. in Lakhs)

	As at June 30, 2023	As at March 31, 2023
8 Inventories (at cost or Net realisable value whichever is less)		
Construction materials	27.06	8.35
Plot and construction work-in-progress	186.75	186.75
Land including ancilliary cost	41,513.58	38,496.73
	41,727.39	**38,691.83**
9. Current financial assets		
(i) Other investment		
Quoted mutual funds (valued at fair value through profit and loss)		
Axis Liquid Fund - Direct - Growth	2,973.81	1,501.96
Face value - Rs. 10 (June 30, 2023 : 1,16,796.91 units, March 31, 2023 - Units - 60057)		
Aditya Birla Sun Life Liquid Fund - Direct - Growth	4,022.56	1,602.92
Face value - Rs. 10 (June 30, 2023: 10,88,203.28 units, March 31, 2023 - Units - 441477.23)		
SBI Liquid Fund - Direct - Growth	3,609.76	1,501.95
Face value - Rs. 10 (June 30, 2023: 1,00,612.61 units, March 31, 2023 - Units - 42629.04)		
UTI Liquid Cash Plan - Direct - Growth	2,746.86	1,502.17
Face value - Rs. 10 (June 30, 2023 : 86,100.66 units, March 31, 2023 - Units - 40613.46)		
DSP Liquid Fund - Direct - Growth	2,829.52	2,442.07
Face value - Rs. 10 (June 30, 2023 : 80,544.01 units, March 31, 2023 - Units - 76003.98)		
Units: 15,709.69, NAV - 1220.28 (Overnight)		
Tata Liquid Fund	6,120.27	2,045.29
Face value - Rs. 10 (June 30, 2023 : 1,69,349.00 units, March 31, 2023 - Units - 57590.82)		
	22,302.78	**10,596.36**
Aggregate value of quoted investments	22,302.78	10,596.36
Aggregate market value of quoted investments	22,302.78	10,596.36
(ii) Trade receivables		
(b) Trade Receivables considered good - Unsecured;	1,062.16	578.06
	1,062.16	**578.06**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.
Trade receivables are non-interest bearing and are generally on terms of 0 to 120 days.
For terms and conditions relating to receivables from related parties, refer note 41(b)

Trade Receivable Ageing
As at June 30, 2023

(Rs. in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- considered good	283.33	614.65	135.56	9.55	10.51	8.56	1,062.16
(ii) Undisputed Trade receivables- which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	**283.33**	**614.65**	**135.56**	**9.55**	**10.51**	**8.56**	**1,062.16**

Trade Receivable Ageing
As at March 31, 2023

(Rs. in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables- considered good	32.93	494.71	10.35	17.57	13.31	9.19	578.06
(ii) Undisputed Trade receivables- which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Undisputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	**32.93**	**494.71**	**10.35**	**17.57**	**13.31**	**9.19**	**578.06**

(Rs. in Lakhs)

	As at June 30, 2023	As at March 31, 2023
(iii) Cash and cash equivalents		
Balances with banks:		
On current accounts	3,545.60	1,705.68
Deposits with original maturity for less than 3 months	6,509.01	-
Cash on hand	261.66	57.02
	10,316.27	**1,762.70**
(iv) Bank Balances other than (iii) above		
Deposits:		
Deposits with remaining maturity for less than 12 months	2,832.26	2,374.31
	2,832.26	**2,374.31**
(v) Other current financial assets (unsecured considered good, unless otherwise stated)		
Security deposits	2,788.14	47.09
Interest accrued on deposits and others	201.04	141.93
Other recoverable	-	119.59
Rent equalisation	278.72	426.05
Lease Receivable	130.78	69.80
	3,398.68	**804.46**
Break up of financial assets at amortised cost		
Non-current financial assets		
Trade receivables {refer note 5(ii)}	894.33	968.61
Other bank balances {refer note 5(iv)}	1,106.31	1,001.35
Current financial assets		
Trade receivables {refer 9(ii)}	1,062.16	578.06
Cash and cash equivalents {refer 9(iii)}	10,316.27	1,762.70
Other bank balances {refer note 9(iv)}	2,832.26	2,374.31
Other current financial assets {refer 9(vi)}	3,398.68	804.46
	19,610.01	**7,489.49**
10. Other current assets (unsecured considered good, unless otherwise stated)		
Other advances*	585.36	561.05
Prepaid expenses	75.19	108.49
Balance with statutory authorities	743.24	1,418.85
	1,403.79	**2,088.39**

*refer note 41(b) for advances to related parties

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11(i) Equity share capital

	(Rs. in Lakhs)	
	As at June 30, 2023	As at March 31, 2023
a) Authorized share capital		
150,000,000 (March 31, 2023 - 150,000,000) equity shares of Rs.10/- each	15,000.00	15,000.00
	15,000.00	15,000.00
Issued, subscribed and fully paid-up		
Nil (March 31, 2023 - Nil) equity shares of Rs.10/- each fully paid up	-	-
Add: Shares issued under Employee stock option scheme	30,918.00	3.09
Less: Adjustment for merger	(30,918.00)	(3.09)
Total issued, subscribed and fully paid-up share capital	-	-

*Upon the coming into effect of the Scheme of amalgamation, and in consideration of the transfer, 1 (one) equity shares of the face value of INR 10 each fully paid-up of the Company are required to be issued against every 1 (one) equity shares of INR 10 each fully paid-up held by the shareholders of Max Ventures and Industries Limited. Consequent to this, the Company shall issue 147,134,544 equity shares of INR 10 each fully paid-up for 147,134,544 equity shares of INR 10 each fully paid-up of Max Ventures and Industries Limited.

These shares have been disclosed as 'Share capital pending issuance' as at March 31, 2023 and as at June 30, 2023.

**As an integral part of the scheme, and, upon the coming into effect of the scheme, the authorized share capital of the Company shall automatically stand increased, without any further act, instrument or deed on the part of the Company, such that upon the coming into effect of this scheme, the authorized share capital of the Company shall be INR 1,500,000,000/- divided into 150,000,000 equity shares of INR 10 each. Consequently, Clause V of the Memorandum of Association of the Company shall, upon the coming into effect of this scheme and without any further act or deed, be and stand altered, modified and substituted pursuant to section 13, 61 and 230 and 232 and other applicable provisions of the Act, as the case may be.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	June 30, 2023		March 31, 2023	
Equity shares	**No. of shares**	**(Rs. in Lakhs)**	**No. of shares**	**(Rs. in Lakhs)**
Add: Shares issued for stock options exercised	-	-	-	-
Add: Shares issued during the year/period	30,918	3.09	-	-
Less: adjusted due to Merger	(30,918)	(3.09)		
At the end of the year/period	-	-	-	-

c) Terms and rights attached to 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 if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. 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

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	June 30, 2023		March 31, 2023	
	No. of shares	% held	No. of shares	% held
Equity shares of Rs. 10 each fully paid-up				
Nil	-	0.00%	-	0.00%

e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date- Nil

f) Shareholding pattern of the Promoter

Name of the Shareholder	June 30, 2023		March 31, 2023	
	No. of shares	% held	No. of shares	% held
Equity shares of Rs. 10 each fully paid-up				
Nil	-	0.00%	-	0.00%

g) For employee stock option plan, refer note no 38

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12. Other equity

(Rs. in Lakhs)

	As at June 30, 2023	As at March 31, 2023
Capital reserve (refer note a below)	13,042.52	13,042.52
Securities premium account (refer note b below)	49,956.14	49,951.14
Employee stock options outstanding (refer note c below)	234.36	216.90
Retained earnings (refer note d below)	39,429.34	43,199.59
	1,02,662.36	**1,06,410.15**

Notes:

a) Capital reserve		
At the beginning of the year/period	13,042.52	13,042.52
	13,042.52	**13,042.52**
b) Securities premium		
At the beginning of the year/period	49,951.14	50,084.05
Add: premium on issue of employee stock options	5.00	50.75
Less: Adjustment for capital reduction in PCL	-	(183.66)
	49,956.14	**49,951.14**
c) Employee stock options outstanding		
At the beginning of the year/period	216.90	161.28
Add: expense recognized during the year/period	17.46	105.69
Less: expiry of share option under ESOP scheme	-	(50.07)
	234.36	**216.90**
d) Retained earnings (attributable to equity holders of the parent)		
At the beginning of the year/period	43,199.59	41,289.60
Profit for the year/period	(3,778.72)	1,901.49
Expiry of share option under ESOP scheme	-	8.49
Re-measurement of post employment benefit obligation (net of tax) (item of OCI)	8.47	0.01
	39,429.34	**43,199.59**

a) Capital reserve
The Group recognizes profit or loss on purchase, sale, issue or cancellation of the entity's own equity instruments to capital reserve

b) Securities premium
Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

c) Employee stock options outstanding
The employee stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

d) Retained earnings
Retained earnings are the profits that the Group entities has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

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13. Borrowings

(Rs. in Lakhs)

	As at June 30, 2023	As at March 31, 2023
Non-current borrowings :		
From banks		
From financial institutions		
Term loans (secured) [refer note (i) to (v)) below]	77,015.69	67,301.75
Vehicle loans (secured) [refer note (vi) below]	30.98	30.19
Others		
Debt portion of compulsory convertible debentures [refer note (vii) below]	8,582.36	7,749.32
Current maturity of long term borrowings :		
Term loans (secured) [refer note (i) to (v) below]	1,109.35	1,081.06
Vehicle loans (secured) [refer note (vi) below]	21.26	17.61
Total	**86,759.64**	**76,179.93**
Less: amount disclosed under "current financial liabilities" [refer note 18(i)]	1,130.61	1,098.67
	85,629.03	**75,081.26**
Aggregate Secured loans	78,177.28	68,430.61
Aggregate Unsecured loans	8,582.36	7,749.32

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Term loan from banks :

(i) IDFC First Bank Limited - Term Loan (Secured)

The Company has taken secured term loan facility for 6,500 Lakhs loan from IDFC First Bank Limited. Out of this facility the entity has drawn 4,940 lakhs till June 30, 2023 (March 31, 2023: 4,016.20). The rate of interest varies between 7.90% p.a. to 10.00% p.a.

i) Primary and collateral security:

a) Exclusive charge by way of equitable mortgage on the land and building situated at Khasra Nos. 335/2, Khasra Nos. 335/18 and Khasra Nos. 337 and 1511/339 at village bahapur, New Delhi (Project) both present and future.

b) Exclusive charge on the current assets and receivables of the project (including insurance claim) both present and future.

c) Exclusive charge on the movable assets of the Project, both present and future.

d) Pledge of 30% shares of Pharmax Corporation Limited held by Max Estate Limited

e) Corporate guarantee of Max Estate Ltd. And Max Ventures and Industries Limited

ii) Interest Rate - Spread plus IDFC First Bank MCLR

iii) Tenure - for principal repayment Bullet payment on or before 31.12.2025 and interest to be serviced on a monthly basis.

iv) DSRA - 3 months interest to be created

ii) ICICI Bank Limited - Term Loan (Secured)

Term loan facility from ICICI Bank Limited amounting to Rs. 10,095.80 lakhs (March 31, 2023: Rs. 10,218.74 lakhs) is secured by way of exclusive charge of mortgage/hypothecation/assignment/security interest/charge/pledge upon following (both present and future) on:

1 Pari-passu charge over project developed on Max House Okhla Project;

2 All present and future tangible moveable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixture and all other moveable fixed assets in relation to the property

3 All present and future scheduled receivables to the extent received by the borrower

4 The escrow account alongwith all monies credited / deposited therein

5 The Debt Service Reserve Account (DSRA)

6 Corporate guarantee from Pharmax Corporation Limited

7 The security as required by the lender shall be created and perfected in form and manner satisfactory to the lenders and shared on pari passu basis between the lenders

8 Post creation of security, the Project shall provide a security cover of 1.50 times during the entire tenure of the Facility on the outstanding loan amount of Facility

The rate of interest varies between 7.90% p.a. to 10.00% p.a. and repaybale during January 2021 - December 2029 and October 2022 - October 2033 amounting to Rs. 45 crores and Rs. 68 crores respectively

iii) Axis Bank Limited (Secured)

The Company has taken refinance secured term loan facility for 24,000 Lakhs loan from Axis Bank Limited. Out of this facility the company has drawn Rs. 23,884.36 lakhs till June 30, 2023 (March 31, 2023: Nil). The rate of interest varies between 9% p.a. to 10.50% p.a. It will be repaid in a single bullet installment during December 2025

i) **Primary and collateral security:**

a) Exclusive charge on by way of equitable mortgage on project land of 2.6 acre land and building with complete available leasable area of 7 lacs sqft in Max square project, being developed in Sector 129, Noida

b) First charge by way of assignment/hypothecation over all present and future current assets including lease rental receivables, parking rentals, CAM income, security deposit, sales receivables, any other income generated pertaining to the project

c) First charge on DSRA, Escrow account maintained with IBL pertaining to rental receivables of the project, wherever maintained, present & future.

d) 30% share pledge of Borrower

e) Minimum security cover to be 1.5 times based on market values of the property to be maintained throughout tenure of the facility

ii) Corporate guarantee of Max Estates Limited and Max Ventures Industries Limited

iii) DSRA - 3 months interest to be created

iv) Borrower to open Escrow account with IBL

v) Tenure of loan : 60 months from the date of first disbursement

Repayment terms:-

Loan will be payable in bullet installment at the end of 60th month from the date of first disbursement

iv) Aditya Birla Finance Limited (Secured)

The Company has taken secured lean loan facility for Rs.15,000.00 Lakhs loan from Aditya Birla Finance Limited. The balance outstanding as at June 30, 2023 is 14,852.67 (March 31, 2023: Rs. 14,839.09 lakhs)The rate of interest varies between 7.90% p.a. to 10.00% p.a.

I) Primary and collateral security:

a) Exclusive charge on by way of equitable mortgage on project land admeasuring 10 acres owned by the borrower situated al Sector 128, Noida for total debt facility amount of wp to Rs. 150 cr (1st Pari- passu to be shared with incoming lender.

b) Corporate Guarantee of Max Estates Limited.

c) First charge on DSRA with Aditya Birla Sun Life Mutual Fund.

d) Debt service reserve account (DSRA) - 3 months interest to be created

ii) **Repayment terms:-**

V) The Company has taken secured term loan facility for Rs. 24,900 Lakhs loan from HDFC Bank Limited at an effective weighted average rate of 7.91% (March 31, 2023: Rs. 24,900 Lakhs from HDFC Bank Limited at an effective weighted average rate of 8.14%). Out of this facility, the Company has drawn Rs. 24,444.27 Lakhs (March 31, 2023: Rs. 24,603.24) Lakhs from HDFC Bank Limited) till June 30, 2023 repayable in 204 installments commencing from 1 month from the first drawdown date from HDFC Bank Ltd & Bajaj Hosuing Finance Ltd.

The security of the loan is as follows-

An exclusive charge by way of mortgage / hypothecation / assignment / security interest / charge / pledge upon following (both present and future) on:

i) The escrow account opened before the first drawdown along with all monies to be received from the lessee, present and future, pertaining to the property, credited / deposited therein.

ii) The Debt Service Reserve Account (DSRA) equivalent to 3 months peak debt servicing (interest and principal) to be maintained throughout the tenor of the Facilities. Debt Service Coverage Ratio shall be created upfront & by way of Fixed Deposit lien marked to the lenders.

iii) Minimum Debt Service Coverage Ratio of 1.3x to be maintained, to be tested on 31st March and 30th September every year.

The Company has satisfied all debt covenants prescribed in the terms of term loan. The Company has not defaulted on any loans payable.

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Vehicle loan (secured) :

vi) Vehicle loans amounting to Rs. 52.24 lakhs (March 31, 2023: Rs. 47.30 lakhs) are secured by way of hypothecation of respective vehicles. The loans are repayable in 3 to 5 years. The rate of interest varies between 7.90% p.a. to 10.00% p.a.

Others:

vii) **i) Compulsorily Convertible Debentures (Unsecured)**

Terms of series A-CCD

- Unsecured compulsorily convertible debentures having a face value of Rs. 10 each.
- Interest - Interest at the rate of 20% per annum, compounded annually, payable as follows -
- Surplus cash flow will be used to pay all accrued but unpaid interest on Series B CCD, calculated from the Closing Date till March 31 of the relevant financial year
- Balance surplus cash flow shall be utilised to pay all accrued but unpaid interest on the Series A CCDs
- Conversion - automatically and mandatorily be converted into Equity Shares in the ratio of 1:1 on Conversion Date
- Conversion date - earlier of, (a) the date when Series B CCDs are being converted; or (b) the date on which the Series A CCDs are required by Law to be mandatorily converted

Terms of Series B - CCD

- Unsecured compulsorily convertible debentures having a face value of Rs. 10 each.
- Interest - Interest at the rate of 20% per annum, compounded annually, payable as follows -
- No interest shall be payable unless the Company has surplus cash flows in the financial year
- Surplus cash flow will be used to pay all accrued but unpaid interest on Series B CCD, calculated from the Closing Date till March 31 of the relevant financial year
- Conversion - automatically and mandatorily be converted into Equity Shares in the ratio of 1:1 on Conversion Date
- Conversion date - earlier of, (a) at any time after three years from the Closing Date; or (b) date of full exit by New York Life Insurance Corporation from the Company; or (c) the date on which the Series B CCDs are required by Law to be mandatorily converted

Terms of Series C - CCD

- Unsecured compulsorily convertible debentures having a face value of Rs. 10 each.
- Interest - Interest at the rate of 20% per annum, compounded annually
- Conversion - automatically and mandatorily be converted into Equity Shares in the ratio of 1:1 on Conversion Date
- Conversion date - earlier of, (a) the date when Series D CCDs are being converted; or (b) the date on which the Series C CCDs are required by Law to be mandatorily converted

Terms of Series D - CCD

- Unsecured compulsorily convertible debentures having a face value of Rs. 10 each.
- Interest - Interest at the rate of 20% per annum, compounded annually.
- Conversion - automatically and mandatorily be converted into Equity Shares in the ratio of 1:1 on Conversion Date
- Conversion date - earlier of, (a) at any time after six years from the October 7, 2022; or (b) date of full exit by New York Life Insurance Corporation from the Company; or (c) the date on which the Series D CCDs are required by Law to be mandatorily converted

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(Rs. in Lakhs)

		As at June 30, 2023	As at March 31, 2023
14.	**Other non current financial liabilities**		
	Security deposits	3,883.18	3,315.14
	Interest accrued on Compulsorily Convertible Debentures	2,231.09	1,192.36
	Deferred finance income	38.66	29.35
		6,152.93	**4,536.85**
15.	**Long term provision**		
	Provision for employee benefits		
	Provision for gratuity (refer note 36)	187.26	169.33
		187.26	**169.33**
16.	**Deferred tax (liabilities)/assets**		
	(i) Deferred tax liability		
	Deferred tax liabilities		
	Accelerated depreciation for tax purposes	(265.71)	(22.84)
	Other items giving rise to temporary differences	(1,127.81)	(1,071.48)
	Impact of fair valuation of investments	(45.69)	(15.28)
	Gross deferred tax liabilities (a)	**(1,439.21)**	**(1,109.60)**
	Deferred tax assets		
	Expenses allowable on payment basis	80.02	73.36
	Other items giving rise to temporary differences	1,833.88	1,781.45
	Unabosorbed depreciation/losses	1,047.40	169.83
	Gross deferred tax assets (b)	**2,961.30**	**2,024.64**
	Deferred tax (liabilities)/asset (net)	**1,522.09**	**915.04**
	Disclosed as		
	Deferred tax liabilities	(519.44)	(1,083.41)
	Deferred tax asset	2,041.53	1,998.45
		1,522.09	**915.04**
17.	**(i) Current financial liabilities**		
	Current maturity of long term borrowings	1,130.61	1,098.67
	From Bank		
	Short term borrowings*	-	6,259.37
		1,130.61	**7,358.04**

*Short term borrowings includes loan taken in one of the step subsidiary company, which is expected to be repaid during the current financial year from the proceeds of the residential project

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(ii) Trade payables

	As at June 30, 2023	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises (MSME)	41.00	501.79
Total outstanding dues of creditors other than micro enterprises and small enterprises #	2,498.15	2,201.72
	2,539.15	2,703.51

Trade payables include due to related parties. Refer note 41 (b) for amount due to related parties.

Terms and conditions of the above:
Trade payables are non-interest bearing and are normally settled on 0 - 180 day terms

	Outstanding for following periods from due date of payment					
June 30, 2023	**Not Due**	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 3 years**	**Total**
MSME	41.00	-	-	-	-	41.00
Others	633.24	1,864.91	-	-	-	2,498.15
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	**674.24**	**1,864.91**	**-**	**-**	**-**	**2,539.15**

	Outstanding for following periods from due date of payment					
March 31, 2023	**Not Due**	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 3 years**	**Total**
MSME	1.15	500.64	-	-	-	501.79
Others	584.49	1,617.23	-	-	-	2,201.72
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	**585.64**	**2,117.87**	**-**	**-**	**-**	**2,703.51**

*** Details of dues to micro and small enterprises as per MSMED Act, 2006**
As per the Act, the Group is required to identify the Micro and small suppliers and pay them interest on overdue beyond the specified period irrespective of the terms agreed with such suppliers. Based on the information available with the Group, none of the creditors have confirmed the applicability of act on them. Hence, the liability of the interest and disclosure are not required to be disclosed in the financial statements.

(Rs. in Lakhs)

		As at June 30, 2023	As at March 31, 2023
	(iii) Other current financial liabilities		
	Security deposits	20.00	123.46
	Capital creditors	2,943.73	761.15
	Interest accrued on borowings	402.30	608.80
	Deferred liabilities	152.63	161.83
		3,518.66	1,655.24
18.	**Short term provision**		
	Provision for employee benefits		
	- Provision for leave encashment/ compensated absences	303.25	249.73
	- Provision for gratuity (refer note 36)	1.90	1.90
		305.15	251.63
19.	**Current tax liabilities (net)**		
	Provision for income tax	24.83	-
		24.83	-
20.	**Other current liabilities**		
	Advance from customers	11,233.01	18.75
	Deferred finance income	-	28.84
	Other current liabilities	8.40	7.57
	Statutory dues	880.04	712.25
		12,121.45	767.41

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21. Revenue from operations

(Rs. in Lakhs)

	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
Revenue from operations		
Revenue from sale of constructed properties, lease income and facility management	1,827.63	2,524.66
Total	**1,827.63**	**2,524.66**
Revenue from services		
Income from shared services {refer note 41(a)}	-	207.00
Total	1,827.63	2,731.66

Performance obligation
The performance obligation is satisfied upon completion of the services/sale of properties and payment is generally due within 30 to 180 days from such date.

22. Other income

Interest income on		
- on fixed deposits	101.93	276.30
- on security deposit*	25.42	33.11
Gain on mutual fund investments	65.37	36.79
Fair value gain on financial instruments at fair value through profit or loss	276.46	226.13
Liabilities/provisions no longer required written back	13.15	-
Miscellaneous income	35.14	51.19
	517.47	623.52

* on financial assets at amortised cost

23. Cost of land, plots, development rights, constructed properties and others

Inventories at beginning of period	28.73	40.73
Less: adjustment on account of sale of stake in Max Speciality Films Limited	-	(13.34)
Less: inventory at the end of period	27.06	27.39
Cost of land, plots, development rights, constructed properties and others	1.67	-
Disclosed under repair and maintenance	(1.67)	-
	-	-

24. Change in inventories of constructed properties

a) Inventories at the end of the period		
Work in progress-		
Real Estate	186.75	186.75
Finished goods	-	743.57
	186.75	930.32
b) Inventories at the beginning of the period		
Work in progress-		
Real Estate	186.75	186.75
Finished goods	-	1,138.84
	186.75	1,325.59
Net decrease in inventories of constructed properties (b-a)	-	395.27

25. Employee benefits expense

(Rs. in Lakhs)

	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
Salaries, wages and bonus	213.00	401.57
Contribution to provident and other funds	19.56	22.48
Employee stock option scheme*	15.92	14.16
Gratuity expense (refer note 36)	7.32	5.37
Staff welfare expenses	11.14	5.12
	266.94	**448.70**

*net of amount capitalised in Investment Property under development Rs.1.54 lakhs (June 30, 2022: Rs. 2.06)

26. Finance costs

Interest on term loan	1,751.13	966.11
Interest on lease liabilities (refer note 4b)	101.99	77.79
Interest on others	0.11	22.39
Bank charges	6.42	0.33
	1,859.65	**1,066.62**
Less: Finance cost capitalised (refer note 3A)	(1,422.00)	(712.82)
	437.65	**353.80**

27. Depreciation and amortization expense

Depreciation of tangible assets and investment property (refer note 3 and 3A)	310.93	298.55
Depreciation of right-of-use assets (refer note 4b)	46.78	88.07
Amortization of intangible assets (refer note 4)	11.02	1.04
	368.73	**387.66**

28. Other expenses

Rent	5.34	1.17
Insurance expenses	37.89	20.51
Rates and taxes	210.50	101.88
Repairs and maintenance:		
Building	1.13	11.12
Others	72.53	83.51
Printing and stationery	1.36	1.07
Travelling and conveyance	5.37	18.19
Communication costs	3.84	2.66
Legal and professional	18.86	206.82
Directors' sitting fees {refer note no 40(a)}	16.50	30.35
Advertisement and sales promotion	429.42	22.11
Auditorium Running	5.59	10.27
Corporate Social Responsibility (CSR) expenditure (refer note no 41)	11.40	24.61
Shared service charges {refer note no 40(a)}	-	7.50
Facility management	368.32	411.95
Miscellaneous expenses	58.47	65.91
	1,246.52	**1,019.63**

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29 The subsidiaries and step down subsidiaries follow financial year as accounting year. The below is the summary of principal activities of these entities and proportion of ownership of the Holding Company:

Name of the subsidiary	Principal activities	Country of incorporation	Proportion of ownership as at	
			June 30, 2023	March 31, 2023
Subsidiary				
Max Estates 128 Limited	Construction and development of residential properties	India	100%	100%
Max Estate Gurgaon Limited	Construction and development of residential properties	India	100%	100%
Acreage Builders Private Limited*	Construction and development of commercial properties	India	51%*	100%
Max I. Limited	Making investments in various companies and primarily engaged in growing and nurturing these business investments	India	100%	100%
Max Asset Services Limited	Facility management services for commerical real estate	India	100%	100%
Max Square Limited	Construction and development of residential and commercial properties	India	51%	51%
Pharmax Corporation Limited	Construction and development of residential and commercial properties	India	100%	100%
Max Towers Private Limited	Construction and development of residential and commercial properties	India	100%	100%

*During the period, one Group has sold 49% of its investment in its wholly owned subsidiary (Acreage Builders Private Limited) to New York Life Insurance Company for cash consideration amounting to Rs. 14490.55 lakhs. This transaction has not resulted in any gain or loss to the Group.

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30 Income taxes

(Rs. in Lakhs)

	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
(a) Income tax expense in the statement of profit and loss comprises :		
Current Income Tax		
Current income tax charge	61.04	20.00
Deferred Tax		
Relating to origination and reversal of temporary differences	(644.11)	95.30
Income tax expense reported in the statement of profit or loss for continuing operations	**(583.07)**	**115.30**

31 Components of Other comprehensive income (OCI) (Retained earnings)

Re-measurement (gains)/ losses on defined benefit plans (refer note: 36.0)	13.27	2.98
Income tax related to items recognized in OCI during the year	(4.80)	(0.75)
Income tax related to items recognized in OCI during the year	**8.47**	**2.23**

32 Earnings per share (EPS)

	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
Profit after tax (Rs. in Lakhs)	(3,837.03)	634.80
Weighted average number of equity shares outstanding during the year (Nos.)	14,70,90,820	14,69,51,529
Basic earnings per share (Rs.)	**(2.61)**	**0.43**
Profit after tax for diluted EPS (Rs. in Lakhs)	*	645.39
Weighted average number of equity shares outstanding for dilutive earnings per share (Nos)	*	14,76,89,374
Diluted earnings per share (Rs.)	**(2.61)**	**0.43**

*since there is losses during the period, there is anti dilution- hence diluted earning per share is not separately reported

Note: Share pending issuance has been included for the computation of earning per share as per guidance of Ind AS 33- Earnings per share

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33 Income Tax

The major components of income tax expense for the period ended June 30, 2023 and June 30, 2022 are :

Statement of profit and loss :

(Rs. in Lakhs)

Particulars	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
Current income tax :		
Current tax	61.04	20.00
Adjustment of tax relating to earlier years	-	-
Deferred tax :		
Relating to origination and reversal of temporary differences	(644.11)	95.30
Income tax expense reported in the statement of profit and loss	**(583.07)**	**115.30**
Total	**(583.07)**	**115.30**
OCI section :		
Deferred tax related to items recognised in OCI during in the year :		
Net loss/(gain) on remeasurements of defined benefit plans	(4.80)	(0.75)
Net loss/(gain) on remeasurements of defined benefit plans discontinued operations	-	-
Income tax effect on cost of hedging reserve	-	-
Tax related to items recognized in OCI during the year	**(4.80)**	**(0.75)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the period ended June 30, 2023 and period ended March 31, 2023:

Accounting profit before tax from continuing operations	(4,420.10)	750.10
Accounting profit before income tax	**(4,420.10)**	**750.10**
At India's statutory income tax rate of 25.17% (June 30, 2022: 25.17%)	(1,112.54)	188.80
Non-deductible expenses for tax purposes:		
Tax on loss of capital not recognised	1,118.84	-
Tax effect of recognized/unrecognized on entities with carry forward losses	(568.62)	(53.50)
Others	(20.75)	(20.00)
At the effective income tax rate	**(583.07)**	**115.30**
Income tax expense reported in the statement of profit and loss	(583.07)	115.30
Total tax expense	**(583.07)**	**115.30**

Deferred tax relates to the following:

	June 30, 2023	March 31, 2023
Deferred tax liabilities		
Accelerated depreciation for tax purposes	(265.71)	(22.84)
Other items giving rise to temporary differences	(1,127.81)	(1,071.48)
Impact on fair valuation of investments	(45.69)	(15.28)
Gross deferred tax liabilities (a)	**(1,439.21)**	**(1,109.60)**
Deferred tax assets		
Expenses allowable on payment basis	80.02	73.36
Other items giving rise to temporary differences*	1,833.88	1,781.45
Unabosorbed depreciation/losses	1,047.40	169.83
Gross deferred tax assets (b)	**2,961.30**	**2,024.64**
Deferred tax (liabilities)/asset (net)	**1,522.09**	**915.04**
*primarily includes tax impact on convertible instrument		
Disclosed as:		
Deferred tax liabilities	(519.44)	(1,083.41)
Deferred tax asset	2,041.53	1,998.45
	1,522.09	**915.04**

Reconciliation of deferred tax liabilities (net):

Particulars	June 30, 2023	March 31, 2023
Opening balance at the beginning of year/period	915.04	(347.36)
Add:Merger effect	-	(1,596.31)
Tax on equity component of CCD	-	1,165.94
Capitalised during the year	(32.26)	-
Tax expense/(income) during the year/period recognised in statement of profit and loss	644.11	1,692.76
Tax expense/(income) during the year/period recognised in OCI	(4.80)	0.01
Net balance	**1,522.09**	**915.04**
Closing balance at the end of year/period	**(1,522.09)**	**915.04**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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34 a. Commitments and contingencies

A. Contingent liabilities not provided for

(Rs. in Lakhs)

S. No.	Particulars	As at June 30, 2023	As at March 31, 2023
i.	Uttarakhand VAT case	21.24	21.24
ii	Bank guarantee {Refer note (a)}	5,000.00	5,000.00

Note:

a. The Group has given a bank guarantee of Rs. 5,000 lakhs issued by HDFC Bank Limited (March 31, 2023: Rs. 5,000 lakhs issued by ICICI Bank Limited) in favour of Piramal Enterperises for bid submitted for Delhi One project.Max Estates Limited, had submitted its resolution plan for resolution of Boulevard Projects Private Limited. The Hon'ble NCLT, New Delhi has approved the said Resolution Plan,for the development of commercial plot admeasuring 34,697 sq mtrs, located in NOIDA under the project name 'Delhi One'. This acquisition has potential to add ~3 million sq. ft. of additional development footprint to the portfolio of Max Estates Limited. The implementation of the Resolution Plan is subject to receipt of requisite approvals from regulatory and statutory authorities.

B Capital and other commitments

a. Capital commitment **(Rs. in Lakhs)**

	As at June 30, 2023	As at March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for	24,065.65	28,953.51
Less: Capital advances (refer note 7)	(6,951.72)	(5,456.78)
Net capital commitment for acquisition of capital assets	**17,113.93**	**23,496.73**

b. Other commitment

*Capital commitment includes an amount of INR 17,600 lakhs (March 31, 2023: 17,600) , being the remaining amount payable for purchase of 2 land parcels situated in Sector 129, Noida (U.P.), India ("Land Parcels"), which were auctioned by Axis Bank Limited. The acquisition is subject to customary statutory approvals. The cost of acquisition of aforesaid Land Parcels is ~ INR 22,000 lakhs. The Company had paid the amount of INR 4,444 lakhs till June 30, 2023 (March 31, 2023: 4,400), which is disclosed under the head capital advances in the consolidated financial statements and remaining has been paid in period September 2023 quarter.

34A The Company had submitted its resolution plan for resolution of Boulevard Projects Private Limited. The Hon'ble NCLT, New Delhi has approved the said Resolution Plan, for the development of commercial plot admeasuring 34,697 sq mtrs, located in NOIDA under the project name 'Delhi One'. This acquisition has potential to add ~3 million sq. ft. of additional development footprint to the portfolio of Max Estates Limited. The implementation of the Resolution Plan was subjected to receipt of requisite approvals from regulatory and statutory authorities.

However, certain fundamental reliefs imperative for implementing the plan are being sought from NOIDA for which the Company has filed an appeal in NCLAT on 11 April 2023.

34B Max Estates 128 Private Limited, a wholly owned subsidiary of the Company had launched its first luxury residential project, Estate 128, located at Sector 128 and the same is registered with UP RERA number as UPRERAPRJ446459. The project has achieved pre-formal launch sales of over INR 1,800 crores approximately Estate 128 is built across 10 acres, with 3 high rise towers having 201 units anchored in the organisation's LiveWell philosophy. The Company has also received advances amounting from the customer amounting to Rs. 11,732.71 lakhs during the quarter.

34C The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. However, effective date and the final rules/interpretation have not yet been notified/issued. The Company is in the process of assessing the impact of the Code and will recognize the impact, if any, based on its effective date.

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35 Gratuity

The Group has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each The gratuity plan is governed by the Payment of Gratuity Act, 1972.

Description of risk exposures
Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the Company is exposed to various risks as follows:
i) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

ii) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
iii) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
iv) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability

The following table summarise the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for the respective plans :

		June 30, 2023	March 31, 2023	June 30, 2022*
a)	**Reconciliation of opening and closing balances of defined benefit obligation**			
	Defined benefit obligation at the beginning of the year/period	171.23	73.69	73.69
	Merger Adjustment	-	63.50	63.50
	Less - adjustment on account of stake sale in Max Speciality Films Limited (refer note 28)			
	Interest costs	3.60	1.98	0.50
	Current service cost	12.39	38.58	9.65
	Benefit paid	-	(6.54)	(1.64)
	Remeasurement of (gain)/loss in other comprehensive income	2.22	0.02	0.01
	Defined benefit obligation at year end/period	**189.44**	**171.23**	**145.71**
b)	**Reconciliation of opening and closing balances of fair value of plan assets**			
	Fair value of plan assets at beginning of the year/period	-	-	-
	Fair value of plan assets at year/period end	-	-	-
c)	**Net defined benefit (liability)/ asset recognized in the balance sheet**			
	Fair value of plan assets	-	-	-
	Present value of defined benefit obligation	(189.44)	(171.23)	(145.71)
	Amount recognized in balance sheet - (liability)/ asset	**(189.44)**	**(171.23)**	**(145.71)**
	Current	(2.95)	(1.90)	(1.90)
	Non current	(186.47)	(169.33)	(143.81)
		(189.42)	(171.23)	(145.71)
	*figures for june are computed on a proportionated basis.			
d)	**Other comprehensive income**	-	0.02	0.01
e)	**Net defined benefit expense (recognized in the statement of profit and loss for the year/period)**			
	Current service cost	12.39	15.26	3.81
	Interest cost on benefit obligation	3.60	21.64	5.41
	Expected return on plan assets	-	0.74	0.18
	Capitalised as investment property / cost of goods sold	-	2.92	0.73
	Net defined benefit expense debited to statement of profit and loss	**15.99**	**40.56**	**10.13**

f) **Principal assumptions used in determining defined benefit obligation**

Assumption particulars	**As At June 30, 2023**	**As At March 31, 2023**
Discount rate	7.20%	7.26%
Future Salary Increases	10.00%	10.00%
Mortality Rate (% of IALM 12-14)	100.00%	100.00%

g) **Quantitative sensitivity analysis for significant assumptions is as below:**

Increase / (decrease) on present value of defined benefits obligations at the end of the period/year		
Discount rate		
Increase by 0.50%	(12.40)	(8.71)
Decrease by 0.50%	13.62	9.57
Salary growth rate		
Increase by 0.50%	9.92	7.00
Decrease by 0.50%	(8.23)	(6.44)

h) **Maturity profile of defined benefit obligation (valued on undiscounted basis)**

Within the next 12 months (next annual reporting period)	6.60	2.29
Between 2 and 5 years	17.03	13.40
Beyond 5 Years	165.68	155.54
Total expected payments	**189.31**	**171.23**

i) The average duration of the defined benefit plan obligation at the end of the reporting period is 7- 21 years (March 31, 2023: 7 - 21 years)

j) The Group expects to contribute Rs Nil (March 31, 2023: Nil) to the planned assets during the next financial year.

k) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the actuary.

l) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

m) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

n) **Risk Exposure**

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

36 During the pervious year, Max Estates Gurgaon Limited(MEGL), a wholly owned subsidiary of Max Estates Limited, has entered into a Joint Development Agreement (JDA) for the development of land parcels. MEGL has paid to the land owners a sum of Rs. 9395 lakhs (March 31, 2023- Rs. 4917 Lakhs) as an interest free refundable security as per JDA.The security deposit is refundable to the company as and when Revenue accrues in the hands of the land owners.

37 **Employee Stock Option Plan**

Employee Stock Option Plan – 2016 ("the 2016 Plan"):
The Holding Company, Max Ventures and Industries Limited has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of Max Ventures and Industries Limited in its annual general meeting held on September 27, 2016.
The details of activity under the scheme are summarized below:

Particulars	June 30, 2023		March 31, 2023	
	Number of options	Weighted Average exercise price (Rs.)	Number of options	Weighted Average exercise price (Rs.)
Outstanding at the start of the year	8,93,976	30.59	-	-
Add- Adjustment on account of merger (refer note 37)	-	-	8,29,156	17.83
Outstanding at the start of the year (post merger effect)	**8,93,976**	**30.59**	**8,29,156**	**17.83**
Options granted during the period/year	96,279	95.33	2,97,538	53.87
Forfeited during the period/year	1,50,282	26.64	75,740	12.90
Exercised during the period/year*	-		1,56,978	15.84
Outstanding at the period/year end	8,39,973	36.91	8,93,976	30.59
Exercisable at the period/year end	2,87,672	14.75	88,962	13.99

*30918 equity shares which were exercised in previous year has been alloted in current period
For options exercised during the period, the weighted average share price at the exercise date was NIL per share. (March 31, 2023 : Rs. 15.84)

The weighted average remaining contractual life for the stock options outstanding as at June 30, 2023 and March 31, 2023 are as follows:

Date of grant	June 30, 2023		March 31, 2023	
	Number of options	Weighted average remaining life in years	Number of options	Weighted average remaining life in years
04-06-2020 (Grant Type III)	4,05,127	0.92	4,87,528	1.17
02-07-2021 (Grant Type IV)	78,733	1.92	96,231	2.17
02-07-2021 (Grant Type V)	-	1.92	12,679	2.17
25-07-2022 (Grant Type VI)	2,47,595	3.07	2,85,299	3.32
08-11-2022 (Grant Type VII)	12,239	3.36	12,239	3.61
19-05-2023 (Grant Type VIII)	96,279	3.36	-	-

The Company has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of the Company in its annual general meeting held on September 27, 2016 based on similar terms and conditions to the relevant ESOP plan of MFSL. During the period ended June 30, 2023, NIL (March 31, 2023 # - 1,56,978) number of stock options were exercised by the aforesaid option holders. The 2016 Plan provides for grant of stock options aggregating not more than 5% of number of issued equity shares of the Company to eligible employees of the Company. Further, the Company extended the ESOP plan to directors and employees of its subsidiaries by obtaining approval of the shareholders in its annual general meeting held on September 24, 2019. The 2016 Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) subject to minimum par value of shares (Rs. 10/-). The Company has valued Employee Stock Option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

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38 Fair value of financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value:

(Rs. in Lakhs)

Category	Carrying value		Fair value	
	June 30, 2023	March 31, 2023	June 30, 2023	March 31, 2023
Financial asset at amortized cost				
Non-Current				
Financial assets (refer note no 5(iv))	9,372.59	6,858.87	9,372.59	6,858.87
Trade Receivable (refer not no 5(ii))	894.33	968.61	894.33	968.61
Other bank balance (refer not no 5(iii))	1,106.31	1,001.35	1,106.31	1,001.35
Current				
Other-current financial assets (refer note no 9(v))	3,398.68	4,665.46	3,398.68	4,665.46
Bank balances (refer not no 9(iv))	2,832.26	2,374.31	2,832.26	2,374.31
Trade receivables (refer not no 9(ii))	1,062.16	578.06	1,062.16	578.06
Cash & cash equivalents (refer not no 9(iii))	10,316.27	1,762.70	10,316.27	1,762.70
Financial asset measured at fair value				
Non-Current				
Investments (refer note no 5(i))	930.01	5,363.17	930.01	5,363.17
Current				
Current investments (refer note no 9(i))	22,302.78	10,596.36	22,302.78	10,596.36
Financial liabilities at amortized cost				
Non-Current				
Non-Current borrowings (refer note 13)	85,629.03	75,081.26	85,629.03	75,081.26
Lease liabilities (refer note 4b)	3,431.82	3,488.11	3,431.82	3,488.11
Other non-current financial liabilities (refer note 14)	6,152.93	4,536.85	6,152.93	4,536.85
Current				
Current borrowings (refer note 18)	1,130.61	7,358.04	1,130.61	7,358.04
Other current financial liabilities (refer note 18)	3,518.66	1,655.24	3,518.66	1,655.24
Trade payables (refer note 18)	2,539.15	2,703.51	2,539.15	2,703.51
Lease liabilities (refer note 4b)	244.39	236.66	244.39	236.66

The Group management assessed that all current assets and current liabilities carrying value included in the above table are considered to be same as their fair value.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:
Long term borrowings are primarily bearing floating rate of interest with periodic reset of one year. Management has assessed carrying value of these instruments to approximate the fair value
The fair value of other non current financial asset and non current financial liabilities are estimated by discounting future cashflows using interest rate of similar instruments. The resulted fair value was not significantly different

The Group has investment in quoted mutual funds being valued at quoted market price in active markets.

Fair value hierarchy
The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly
Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on June 30, 2023

(Rs. in Lakhs)

Particulars	Carrying value June 30, 2023	Fair value		
		Level 1	Level 2	Level 3
Financial assets (refer note no 5(iv))	9,372.59	-	-	9,372.59
Other-current financial assets (refer note no 9(v))	3,398.68	-	-	3,398.68
Trade Receivable (refer not no 5(ii))	894.33	-	-	894.33
Other bank balance (refer not no 5(iii))	1,106.31	-	-	1,106.31
Bank balances (refer not no 9(iv))	2,832.26	-	-	2,832.26
Trade receivables (refer not no 9(ii))	1,062.16	-	-	1,062.16
Non-Current investments (refer note no 5(i))	930.01	-	-	930.01
Current investments (refer note no 9(i))	22,302.78	22,302.78	-	-

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2023

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Financial assets (refer note no 5(iv))	6,858.87	-	-	6,858.87
Other-current financial assets (refer note no 9(v))	4,665.46	-	-	4,665.46
Trade Receivable (refer not no 5(ii))	968.61	-	-	968.61
Other bank balance (refer not no 5(iii))	1,001.35	-	-	1,001.35
Bank balances (refer not no 9(iv))	2,374.31	-	-	2,374.31
Trade receivables (refer not no 9(ii))	578.06	-	-	578.06
Non-Current investments (refer note no 5(i))	5,363.17	-	-	5,363.17
Current investments (refer note no 9(i))	10,596.36	10,596.36	-	-

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on June 30, 2023

(Rs. in Lakhs)

Particulars	Carrying value June 30, 2023	Fair value		
		Level 1	Level 2	Level 3
Non-Current borrowings (refer note 13)	85,629.03	-	-	85,629.03
Lease liabilities (refer note 4b)	3,431.82	-	-	3,431.82
Other non-current financial liabilities (refer note 14)	6,152.93	-	-	6,152.93
Current borrowings (refer note 18)	1,130.61	-	-	1,130.61
Other current financial liabilities (refer note 18)	3,518.66	-	-	3,518.66
Trade payables (refer note 18)	2,539.15	-	-	2,539.15
Lease liabilities (refer note 4b)	244.39	-	-	244.39

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2023

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Non-Current borrowings (refer note 13)	######### ######	-	-	75,081.26
Lease liabilities (refer note 4b)	######## #######	-	-	3,488.11
Other non-current financial liabilities (refer note 14)	######## #######	-	-	4,536.85
Current borrowings (refer note 18)	######## #######	-	-	7,358.04
Other current financial liabilities (refer note 18)	######## #######	-	-	1,655.24
Trade payables (refer note 18)	######## #######	-	-	1,655.24
Lease liabilities (refer note 4b)	######## #######	-	-	2,703.51
Current borrowings (refer note 18(i))	###### #########	-	-	236.66

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39 Financial risk management objectives and policies

The Group has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The Group uses forward covers to hedge foreign currency risk exposures. Financial risk management is carried out by Banking and Forex department under policies approved by the Board of Directors from time to time. The Banking and Forex department, evaluates and hedges financial risks in close co-operation with the various stakeholders. The Board of Directors approves written principles for overall financial risk management, as well as written policies covering specific areas, such as foreign exchange risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The Group is exposed to market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Group, duly supported by various Groups and Committees.

a) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Group while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Senior management of the Group.

The table below represents the maturity profile of Group's financial liabilities at the end of June 30, 2023 and March 31, 2023 based on contractual undiscounted payments:

(Rs. in Lakhs)

	0-1 Years	1-5 Years	More than 5 Years	Total
June 30, 2023				
Interest bearing borrowings	1,130.61	85,629.03	-	86,759.64
Trade payable	2,498.15	-	-	2,498.15
Other financial liabilities	3,518.66	-	-	3,518.66
March 31, 2023				
Interest bearing borrowings	7,358.04	75,081.26		82,439.30
Trade payable	2,703.51			2,703.51
Other financial liabilities	1,655.24			1,655.24

*Lease liability maturity profile has been disclosed under note 4b

Interest bearing borrowings
Excludes interest cash outflow as borrowings are on floating rate of interest.

Reconciliation of interest bearing borrowings (Rs. in Lakhs)

	Schedule no	As at June 30, 2023	As at March 31, 2023
(i) Non-Current borrowings	13	85,613.09	75,065.32
(ii) Short-term borrowings	17(i)	-	6,259.37
(iii) Current maturity of long term borrowings	17(i)	1,130.61	1,098.67
Processing fees adjusted from borrowings		15.94	15.94
		86,759.64	82,439.30

b) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) , including deposits with banks, foreign exchange transactions and other financial assets.

(i) Trade receivables
Customer credit risk is managed subject to the Group's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management team assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. An impairment analysis is performed at each reporting date on group\category basis. The calculation is based on exchange losses historical data and available facts as on date of evaluation. Trade receivables comprise a widespread customer base. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(ii) Financial instruments and cash deposit
Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Group.

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31, 2023 and June 30, 2023. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2023, and June 30, 2023.

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40 Related party disclosures

Names ofrelated parties with whom transactions have taken place during the year	
Key management personnel	Mr. Dinesh Kumar Mittal (Director) Mr. Sahil Vachani (Managing Director) Mr. Nitin Kumar Kansal (Chief Financial Officer) Mr. Abhishek Mishra (Company Secretary) (w.e.f. 28th June, 23)
Other Non- executive/Independent Directors	Mr. Analjit Singh (Director) Mr. Ka Luk Stanley Tai (Director) Ms. Gauri Padmanabhan Mr. Niten Malhan Mr. Kishansingh Ramsinghaney (upto 31-Jul-2023) Mr. Rishi Raj (upto 31-Jul-2023) Mr. Bishawjit Das (upto 31-Jul-2023) Mr. K. Narsimha Murthy (upto 8-Aug-22) Mr. Ankit Jain (Company Secretary upto 11-Jan-23)
Entities controlled or jointly controlled by person or entities where person has significantly influence	Max Ventures Private Limited Piveta Estates Private Limited Siva Realty Ventures Private Limited New Delhi House Services Limited Vana Enterprises Limited Four Season Foundation Lake View Enterprises Max Life Insurance Company Limited New York Life Insurance Company Limited Siva Enterprises Private Limited Max India Limited SKA Diagnostic Private Limited Antara Purukul Senior Living Limited Riga Foods LLP Max Financial Services Limited Max Learning ventures Limited Routes 2 Roots Antara Care Homes Limited Delhi Guest House Private Limited Topline Electronics Private Limited RV Legal Antara Senior Living Limited Trophy Estates Private Limited Analjit Singh HUF
Employee benefit Trust	Max Financial Services Limited Employees' Provident Fund Trust

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Max Estates Limited
Notes to Consolidated Ind AS Financial Statements for the three months period ended June 30, 2023

40 (a) Details of transactions with related parties

(Rs. In lakhs)

S.No	Nature of transaction	Particulars	For the period ended June 30, 2023	For the period ended June 30, 2022
1	**Reimbursement of expenses (Paid to)**			
		Max Life Insurance Co. Limited	167.66	101.69
		New Delhi House Services Ltd.	24.63	20.16
		Max Financial Services Ltd	26.84	-
		Max India Limited	42.50	2.00
		Antara Purukul Senior Living Limited	-	-
		Total	**261.63**	**123.85**
2	**Revenue from rentals and other services**	Max Learning Ventures Pvt Limited	12.34	11.35
		Routes 2 Roots	13.47	6.92
		Antara Senior Living Limited	11.45	2.42
		Riga Foods LLP	4.70	3.82
		Max Ventures Investment Holding Pvt Ltd	1.85	-
		Max Financial Services Ltd	5.92	22.93
		Max India Limited	9.32	28.13
		Topline Electronics Pvt Ltd	3.00	10.56
		Total	**62.05**	**86.13**
3	**Repair & Maintenance**	New Delhi House Services Limited	0.04	3.48
		Delhi Guest House Private Limited	3.67	4.83
		Total	**3.71**	**8.31**
4	**Lease payments**	Delhi Guest House Private Limited	15.00	15.00
		SKA Diagnostics Private Limited	11.06	11.04
		Total	**26.06**	**26.04**
5	**Contribution to Provident Fund Trust**	Max financial services limited Employees' Provid	-	16.43
		Total	**-**	**16.43**
6	**Directors' sitting fees**	Analjit Singh	2.00	2.00
		D.K Mittal	4.00	8.00
		Gauri Padmanabhan	5.00	5.00
		Niten Malhan	4.00	5.00
		K.N Murthy	-	9.00
		Total	**15.00**	**29.00**
7	**Key managerial remuneration - short term employment benefits**	Sahil Vachani	42.72	40.11
		Nitin Kumar Kansal	21.54	20.25
		Ankit Jain	-	4.37
		Abhishek Mishra	5.34	-
		Total	**69.60**	**64.73**
8	**Key managerial remuneration - post employment benefits**	Sahil Vachani	5.59	2.34
		Nitin Kumar Kansal	3.01	1.40
		Ankit Jain	-	0.26
		Abhishek Mishra	0.63	-
		Total	**9.23**	**4.00**
9	**Brokerage income**	Trophy Estates Private Limited	-	1.91
		Total	**-**	**1.91**
10	**Sale of Investment in subsidiary company**	New York Life Insurance Company Limited	14,490.65	-
		Total	**14,490.65**	**-**
11	**Compulsorily convertible debentures (CCD) issue**	New York Life Insurance Company Limited - Ma	3,832.43	-
		Total	**3,832.43**	**-**
12	**Interest paid on CCD - Max Square ***	New York Life Insurance Company Limited	383.49	**235.62**
	Interest paid on CCD - Acreage *	New York Life Insurance Company Limited	168.00	-
		Total	**383.49**	**235.62**
13	**Corporate Social Responsibility**	Max India Foundation	7.03	-
		Total	**7.03**	**-**
14	**Management fee (included in legal and professional expenses)**	Analjit Singh	75.00	-
		Total	**75.00**	-

* Accounted in according with guidance on convertible instruement accounting under Ind AS

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Max Estates Limited
Notes to Consolidated Ind AS Financial Statements for the three months period ended June 30, 2023

40 (b) Balances outstanding at year/period end

(Rs. In lakhs)

S.No	Nature of transaction	Particulars	As at June 30, 2023	As at March 31, 2023
1	Statutory dues payable	Max Financial services Limited Employees' Provident Fund Trust	-	4.95
		Total	-	**4.95**
2	Trade Receivables	Max Ventures Investment Holding Private Limited	10.13	23.20
		Piveta Estates Private Limited	6.29	6.29
		New Delhi House Services Limited	2.02	-
		Antara Purukul Senior Living Limited	0.36	-
		Max India Limited	8.08	-
		Trophy Estates Private Limited	43.33	43.33
		Analjit Singh HUF	9.16	9.16
		Mr. Analjit Singh	52.80	52.80
		Siva Realty Ventures Pvt Limited	-	0.09
		Max Skill First Limited	-	0.28
		Max One Distribution and Services Ltd	-	0.03
		Max Ventures Private Limited	-	3.19
		Antara Senior Living Limited	0.82	2.27
		Max Financial services Limited	2.28	-
		Routes 2 Roots	4.36	2.34
		Max Learning Ventures Private Limited	9.93	20.06
		Riga Foods LLP	0.83	3.53
		Topline Electronics Private Limited	3.54	-
		Total	**153.93**	**166.57**
3	Advance to party	Max India Foundation	-	5.00
		SKA Diagnostic Private Limited	-	0.25
		Total	-	**5.25**
4	Other receivables	Piveta Estates Private Limited	2.83	2.83
		Max Life Insurance Co. Limited	0.61	1.70
		Antara Care Homes Limited	-	0.69
		Antara Senior Living Limited	-	0.57
		Max Learning Ventures Private Limited	-	0.28
		Max Ventures Private Limited	-	5.46
		Antara Purukul Senior Living Limited	-	0.36
		Siva Realty Ventures Pvt Limited	-	0.07
		Total	**3.44**	**11.96**
5	Trade payables and capital creditors	Max Financial services Limited	-	34.83
		Max India Limited	-	60.50
		Max Skill First Limited	-	0.25
		Vana Enterprises Limited	-	1.91
		Antara Senior Living Limited	-	2.08
		Antara Purukul Senior Living Limited	0.08	-
		Max Learning Ventures Pvt Limited		2.27
		New Delhi House Services Limited	0.55	-
		Gauri Padmanabhan	-	1.80
		Riga Foods LLP	-	0.64
		Delhi Guest House Private Limited	12.67	-
		Routes 2 Roots	-	0.90
		Total	**13.30**	**105.18**
6	Security deposit made	Max Life Insurance Co. Limited	244.30	244.30
		Delhi Guest House Limited	15.00	15.00
		SKA Diagnostic Private Limited	9.37	9.37
		Total	**268.67**	**268.67**
7	Security deposit received	Topline Electronics Pvt Ltd	10.56	10.56
		Antara Senior Living Limited	7.87	7.87
		Route to routes	5.40	5.40
		Max Learning Ventures Private Limited	47.74	23.87
		Vana Vastra Pvt Limited	-	18.11
		Max Financial Services Limited	5.03	5.03
		Max India Limited	7.87	7.87
		Max Ventures Investment Holding Private Limited	1.58	1.58
		Total	**86.05**	**80.29**
8	Compulsorily convertible debentures (CCD) *	New York Life Insurance Company Limited (Max Square)	5,390.00	5,390.00
		New York Life Insurance Company Limited (Acreage)	3,832.43	-
		Total	**9,222.43**	**5,390.00**
9	Interest Accrued on CCD *	New York Life Insurance Company Limited (Max Square)	2,683.96	2,300.47
		New York Life Insurance Company Limited (Acreage)	168.00	-
		Total	**2,851.96**	**2,300.47**

* Accounted in according with guidance on convertible instruement accounting under Ind AS

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41 Disclosure pursuant to amendment to Ind AS 7 (Statement of Cash flows)

(Rs. in Lakhs)

Particulars	Opening balance April 1, 2023	Cash flows		Non-cash transactions			Closing balance June 30, 2023
		Proceeds	Repayment	Processing cost	New leases	Other	
Term loans from banks	67,301.75	9,959.38	(245.44)	-	-	-	77,015.69
Compulsory convertible Debentures	7,749.32	3,832.43	-	-	-	2,999.39	8,582.36
Vehicle loans	30.19	10.28	(9.49)	-	-	-	30.98
Short term borrowings	7,358.04	-	(6,227.43)	-	-	-	1,130.61
Current lease liabilities	236.66	-	-	-	-	7.73	244.39
Non-current lease liabilities	3,488.11	-	(150.54)	-	-	94.26	3,431.82
Total liabilities from financing activities	**86,164.07**	**13,802.09**	**(6,632.91)**	**-**	**-**	**3,101.38**	**90,435.85**

(Rs. in Lakhs)

Particulars	Opening balance April 1, 2022	Cash flows		Non-cash transactions			Closing balance June 30, 2022
		Proceeds	Repayment	Processing cost	New leases	Other	
Term loans from banks	24,873.00	7,630.35	(3,650.00)	-			28,853.35
Compulsory convertible Debentures	3,430.96	1,720.20	-			(857.00)	4,294.16
Vehicle loans	31.34	-	(7.41)				23.93
Short term borrowings	3,176.68	-	(509.00)			(2,667.68)	-
Current lease liabilities	-	-	-			236.66	236.66
Non-current lease liabilities*	-	-	(155.09)			2,655.09	2,500.00
Total liabilities from financing activities	**31,511.98**	**9,350.55**	**(4,321.50)**	**-**	**-**	**(632.93)**	**35,908.10**

*includes adjustment due to merger

42 Expenditure on corporate social responsibility activities :

As per section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been framed by the Group. The areas for CSR activities are promoting preventive health care, promoting education, promoting gender equality and empowering women, ensuring environment sustainability and protection of flora and fauna, training to promote rural sports and rural development projects.

Amount required to be spent during the year Rs. 11.40 lakhs (June 30, 2022: Rs. 24.61 lakhs)

(Rs. in Lakhs)

		For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
(a)	**Details of CSR expenditure***		
	Gross amount required to be spent by the Company during the year	4.39	3.97
	Amount spent during the year		
	i) Construction/acquisition of any asset	-	-
	ii) On purposes other than (i) above	4.39	3.97
	*There are no ongoing projects as at June 30, 2023		
(b)	**Details related to spent / unspent obligations:**		
	i) Contribution to public trust	-	-
	ii) Contribution to charitable trust	-	-
	iii) Unspent amount in relation to:		-
	- Ongoing project	-	
	- Other than ongoing project	11.00	24.61

(c)	**Note for other than ongoing project:**	**In case of Section 135(5) (Other than ongoing project)**	
	Opening balance		
	With Company	-	-
	In separate CSR unspent account	-	-
	Amount deposited in specified fund of Schedule VII within 6 months	-	-
	Amount required to be spent during the period	-	-
	Amount spent during the period		
	From Company's bank A/c	-	-
	From separate CSR unspent a/c	-	-
	Closing balance		
	With Company	-	-
	In separate CSR unspent account	-	-

There are no ongoing projects for the period ended June 30, 2023 and March 31, 2023.

43 Segment reporting

The Group is a one segment company in the business of real estate's development. All its operations are located in India , accordingly, the management views these activities as one business segment, there are no additional disclosures to be provided in terms of Ind AS 108 on 'Segment Reporting'. All assets located and revenue is generated in India for all period presented. There are no customer from whom revenue is moere than 10% of the total external revenue of the group.

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44 Material partly owned subsidiaries

All the subsidiaries are incorporated in India. The financial information of subsidiaries that have material non-controlling interests as at June 30, 2023 is provided below:

a) Proportion of equity interest held by non-controlling interests:

	Acreage Builders Private Limited*		Max Square Limited	
Particulars	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Proportion of equity interest held by non-controlling interests	49.00%	-	49.00%	49.00%

b) Information regarding non-controlling interest

(Rs. in Lakhs)

	Acreage Builders Private Limited*		Max Square Limited		Total	
Particulars	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Accumulated balances of non-controlling interest	14,856.90	-	5,537.22	4,266.94	20,394.12	4,266.94
Total Comprehensive income allocated to non-controlling interest	(0.19)	-	(58.12)	(54.79)	(58.31)	(54.79)

The summarised financial information of the subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit and loss for the year ended June 30, 2023 and March 31,2023:

(Rs. in Lakhs)

	Acreage Builders Private Limited*		Max Square Limited		Total	
Particulars	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Revenue (including other incomes)	-	-	-	-	-	-
Total expenses	0.39	-	118.61	111.81	119.00	111.81
Depreciation and amortization expense	-	-	-	-	-	-
Profit before tax	(0.39)	-	(118.61)	(111.81)	(119.00)	(111.81)
Less: Tax expense		-		-	-	-
Profit for the year	(0.39)	-	(118.61)	(111.81)	(119.00)	(111.81)
Add/(Less): Other Comprehensive Income/loss	-	-	-	-	-	-
Total comprehensive income	**(0.39)**	-	**(118.61)**	**(111.81)**	**(119.00)**	**(111.81)**
Attributable to non-controlling interests	(0.19)	-	(58.12)	(54.79)	(58.31)	(54.79)
Dividends paid to non-controlling interests	-	-		-	-	-

Summarised balance sheet as at June 30, 2023 and March 31, 2023

(Rs. in Lakhs)

	Acreage Builders Private Limited*		Max Square Limited		Total	
Particulars	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Current assets, including cash and cash equivalents	3,170.59	-	1,263.95	1,439.18	4,434.54	1,439.18
Non-current assets	26,095.13	-	53,447.31	47,523.61	79,542.44	47,523.61
Current liabilities, including tax payable	1,031.94	-	1,519.93	807.67	2,551.86	807.67
Non-current liabilities, including deferred tax liabilities	7,112.68	-	39,034.45	33,890.74	46,147.13	33,890.74
Total equity	**21,120.67**	-	**14,156.97**	**14,264.40**	**35,277.64**	**14,264.40**
Attributable to:				-		
Equity holders of parent	6,263.77	-	8,619.75	9,997.46	14,883.52	9,997.46
Non-controlling interest	14,856.90	-	5,537.22	4,266.94	20,394.12	4,266.94

Summarised cash flow information as at June 30, 2023 and March 31, 2023

(Rs. in Lakhs)

	Acreage Builders Private Limited*		Max Square Limited		Total	
Particulars	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**	**June 30, 2023**	**March 31, 2023**
Operating	(234.80)	-	(158.05)	(2,286.22)	(392.85)	(2,286.22)
Investing	(3,051.25)	-	(1,862.70)	(11,962.75)	(4,913.95)	(11,962.75)
Financing	3,350.39	-	1,837.30	1,036.76	5,187.69	1,036.76
Net increase in cash and cash equivalents	64.34	-	(183.45)	(13,212.21)	(119.11)	(13,212.21)

*previous period figures are not presented since in previous year, it was wholly owned subsidiary

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45 Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital attributable to the equity shareholders of the Group, securities premium and all other equity reserves. The primary objective of the Group's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 30% to 60%. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, other bank balances.

(Rs. in Lakhs)

	As at June 30, 2023	**As at March 31, 2023**
Borrowings	86,759.64	82,439.30
Other financial liabilities	9,671.59	6,192.09
Trade payables	2,539.15	2,703.51
Less: Cash and Cash equivalents	10,316.27	1,762.70
Other bank balances	3,938.57	3,375.66
Net debt	**84,715.54**	**86,196.54**
Equity share capital	14,713.45	-
Other equity	1,02,662.36	1,06,410.14
Non-controlling interest	20,394.12	4,266.94
Total equity	**1,37,769.93**	**1,10,677.08**
Total capital and net debt	**2,22,485.47**	**1,96,873.62**
Gearing ratio	38.08%	43.78%

46 Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013 - 'General instructions for the preparation of consolidated Ind AS Financial statements':

As at and for the period ended June 30, 2023:

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	(Rs. in Lakhs)	As % of consolidated profit/(loss)	(Rs. in Lakhs)	As % of consolidated other comprehensive income	(Rs. in Lakhs)	As % of consolidated total comprehensive income	(Rs. in Lakhs)
Parent								
Max Estates Limited	90.40%	1,24,543.93	(29.74%)	1,140.99	142.95%	12.11	(30.12%)	1,153.10
Subsidiary								
Max I. Limited	1.50%	2,069.73	1.26%	(48.27)	0.00%	-	1.26%	(48.27)
Max Square Limited	10.28%	14,156.97	3.09%	(118.61)	0.00%	-	3.10%	(118.61)
Pharmax Corporation Limited	1.16%	1,594.16	0.56%	(21.44)	0.00%	-	0.56%	(21.44)
Max Asset Services Limited	(1.31%)	(1,808.32)	114.46%	(4,391.77)	(42.95%)	(3.64)	114.81%	(4,395.40)
Max Towers Private Limited	7.45%	10,261.03	0.91%	(34.95)	0.00%	-	0.91%	(34.95)
Max Estates 128 Private Limited	0.34%	467.78	9.61%	(368.66)	0.00%	-	9.63%	(368.66)
Mas Estates Gurgaon Limited	0.01%	9.85	0.04%	(1.57)	0.00%	-	0.04%	(1.57)
Acreage Builders Private Limited	15.33%	21,120.67	0.01%	(0.39)	0.00%	-	0.01%	(0.39)
Non controlling interests in all subsidiaries	14.80%	20,394.18	0.00%	-	0.00%	-	0.00%	-
Eliminations	(39.95%)	(55,040.06)	(0.20%)	7.65	0.00%	-	(0.20%)	7.65
	100%	**1,37,769.93**	**100%**	**(3,837.03)**	**100%**	**8.47**	**100%**	**(3,828.56)**

As at and for the year ended March 31, 2023:

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	(Rs. in Lakhs)	As % of consolidated profit/(loss)	(Rs. in Lakhs)	As % of consolidated other comprehensive income	(Rs. in Lakhs)	As % of consolidated total comprehensive income	(Rs. in Lakhs)
Parent								
Max Estates Limited	183.55%	2,30,155.66	168.34%	3,109.09	100.00%	0.01	168.36%	3,109.10
Subsidiary								
Max I. Limited	1.69%	2,118.04	(3.48%)	(64.22)	0.00%	-	(3.48%)	(64.22)
Max Square Limited	11.38%	14,264.40	(6.05%)	(111.81)	0.00%	-	(6.05%)	(111.81)
Pharmax Corporation Limited	1.28%	1,610.89	16.09%	297.17	0.00%	-	16.09%	297.17
Max Asset Services Limited	2.06%	2,582.79	5.10%	94.20	0.00%	-	5.10%	94.20
Max Towers Private Limited	8.09%	10,149.81	16.81%	310.41	0.00%	-	16.81%	310.41
Max Estates 128 Private Limited (w.e.f. June 17, 2022)	0.67%	834.84	(7.50%)	(138.43)	0.00%	-	(7.50%)	(138.43)
Mas Estates Gurgaon Limited (w.e.f. September 05, 2022)	0.01%	9.94	0.00%	-	0.00%	-	0.00%	-
Acreage Builders Private Limited (w.e.f. October 27, 2022)	16.26%	20,385.80	(0.20%)	(3.78)	0.00%	-	(0.20%)	(3.78)
	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Non controlling interests in all subsidiaries	3.40%	4,266.94	0.00%	-	0.00%	-	0.00%	-
Eliminations	(128.40%)	(1,60,991.68)	(89.13%)	(1,645.93)	0.00%	-	(89.13%)	(1,645.93)
	100.00%	**1,25,387.44**	**200.00%**	**1,846.70**	**200.00%**	**0.01**	**200.00%**	**1,846.71**

The Composite Scheme of Amalgamation and Arrangement ('Scheme') amongst Max Ventures and Industries Limited ('Transferor Company') and Max Estates Limited ('Company' or 'Transferee Company') and their respective shareholders and Creditors was filed during the previous year under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order passed on July 03, 2023 approved the aforesaid Scheme. As per the Scheme, the merger of Transferor Company into Company has been accounted with effect from April 01, 2022 ('Appointed Date') to comply with the accounting treatment prescribed in the Scheme, which is in compliance with the MCA general circular no. 09/2019 dated August 21, 2019.

Subsquent to the period end, SEBI granted the relaxation to the Company on from the applicability of Rule 19 (2)(b) of Securities Contract (Regulation) Rule 1957 for the listing of the shares on stock exchanges.

S.R. Batliboi & Co. LLP Gurugram

47 Other statutory information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group does not have any transactions with companies that are struck off.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial period.

(v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Group has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were taken.

(ix) The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Group.

(x) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(xi) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(xii) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xiii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous period.

48 The figures for previous period have been re-classified/ re-grouped, wherever necesasary, to correspond with the current period's classification/disclosure.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

Place : Gurugram
Date: October 19, 2023

S.R. Batliboi & Co. LLP Gurugram

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

S.R. BATLIBOI & CO. LLP
Chartered Accountants

4th Floor, Office 405
World Mark - 2, Asset No. 8
IGI Airport Hospitality District, Aerocity
New Delhi - 110 037, India
Tel : +91 11 4681 9500

INDEPENDENT AUDITOR'S REPORT

To the Members of Max Estates Limited

Report on the audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Max Estates Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31, 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to note 45 of the consolidated Ind AS financial statements which states that the merger has been accounted from the Appointed date i.e. April 01, 2022 defined in the Composite Scheme of Amalgamation and Arrangement. However, being a common control business combination, Ind AS 103, Business Combinations requires the Company to account for the business combination from the combination date (i.e., the date on which control has been transferred) or from the earliest date presented in the financial statements, whichever is later. Therefore, comparative financial information for previous year ended March 31, 2022 has not been restated since the Scheme prevails over the applicable accounting requirements Our opinion is not modified in respect of this matter.

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Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS 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 consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. The Board's report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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,

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individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated 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 consolidated 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 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 Holding Company has adequate internal financial controls with reference to consolidated Ind AS financial statements 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 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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.

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Other Matter

(a) The comparative financial information for the year ended March 31, 2022, included in these consolidated Ind AS financial statements, have not been subjected to audit but have been approved by the Board of Directors of the Company.

(b) We did not audit the financial statements and other financial information, in respect of six subsidiaries, whose financial statements include total assets of Rs. 69,021.97 lakhs as at March 31, 2023, and total revenues of Rs. 4,290.84 lakhs and net cash inflows of Rs. 251.80 lakhs for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors. Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon 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 of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

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(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, , incorporated in India, is disqualified as on March 31, 2023 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 with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, , incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company and its subsidiaries incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to 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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer note 34 to the consolidated Ind AS financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries incorporated in India during the year ended March 31, 2023.

iv. a)The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, and as disclosed in the note 47 to the consolidated Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b)The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, and as disclosed in the note 47 to the consolidated Ind AS financial statements, no funds have been received by the respective Holding Company

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or any of such subsidiaries from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) No dividend has been declared or paid during the year by the Holding Company and its subsidiaries, incorporated in India.

vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 01, 2023, for the Holding Company and its subsidiaries incorporated in India, hence reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S. R. BATLIBOI & CO. LLP
NEW DELHI

per Pravin Tulsyan
Partner
Membership Number: 108044
UDIN: 23108044BGYZJA6816
Place of Signature: Gurugram
Date: August 18, 2023

Annexure 1 referred to in paragraph 1 of "Report on other legal and regulatory requirements" of our report of even date

Re: Max Estates Limited (the "Holding Company")

According to the information and explanations given to us and procedures performed by us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements except for following where the respective auditors have reported qualifications or adverse remarks in their audit report:

S. No.	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Max Square Limited	U70200UP2019PLC118369	Subsidiary	Clause (xvii)
2	Max I Limited	U74999PB2016PLC045450	Subsidiary	Clause (xvii)
3	Max Estates 128 Private Limited	U55101DL2006PTC151422	Subsidiary	Clause (xvii)
4	Acreage Builders Private Limited	U70101HR2010PTC047012	Subsidiary	Clause (xvii)

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S. R. BATLIBOI & CO. LLP
NEW DELHI

per Pravin Tulsyan
Partner
Membership Number: 108044
UDIN: 23108044BGYZJA6816
Place of Signature: Gurugram
Date: August 18, 2023

Annexure 2 to the Independent auditor's report of even date on the consolidated financial statements of Max Estates Limited

Report on the internal financial controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Max Estates Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 (ICAI). 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 the respective 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 Holding Company's internal financial controls with reference to consolidated financial statements 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") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

S. R. BATLIBOI & CO. LLP ★ NEW DELHI ★

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statements 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 with reference to consolidated financial statements 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 with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements 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, the Group, which are companies incorporated in India, have maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to the subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S.R. BATLIBOI & CO. LLP
NEW DELHI

per Pravin Tulsyan
Partner
Membership Number: 108044
UDIN: 23108044BGYZJA6816
Place of Signature: Gurugram
Date: August 18, 2023

Max Estates Limited
CIN:U70200PB2016PLC040200
Consolidated Balance Sheet as at March 31, 2023

(Rs. in Lakhs)

Particular	Notes	As at March 31, 2023	As at March 31, 2022 (also refer note 46)
ASSETS			
Non-current assets			
Property, plant and equipment	3	582.66	116.48
Investment property	3a	1,40,508.93	89,672.35
Other intangible assets	4	333.05	3.45
Right-of-use assets	4b	1,317.55	-
Financial assets			
(i) Investments	5(i)	5,363.17	-
(ii) Trade receivables	5 (ii)	968.61	63.78
(iii) Other bank balances	5 (iii)	1,001.35	10.26
(iv) Other financial assets	5 (iv)	2,997.87	245.06
Deferred tax assets	16	1,998.45	43.83
Non-current tax assets	6	1,552.71	793.33
Other non current assets	7	5,337.43	1,790.50
		1,61,961.78	**92,739.04**
Current assets			
Inventories	8	38,691.83	1,375.52
Financial assets			
(i) Investments	9 (i)	10,596.36	1,274.28
(ii) Trade receivables	9 (ii)	578.06	193.31
(iii) Cash and cash equivalents	9 (iii)	1,762.70	272.20
(iv) Bank Balances other than (iii) above	9 (iv)	2,374.31	4,566.40
(v) Other financial assets	9 (v)	4,665.46	1,268.01
Other current assets	10	2,088.39	849.20
		60,757.11	**9,798.92**
Total assets		**2,22,718.89**	**1,02,537.96**
Equity			
Equity share capital	11	-	7,791.00
Shares pending for allotment		14,710.36	-
Other equity	12	1,06,410.14	53,095.73
Equity attributable to equity holders of parent company		**1,21,120.50**	**60,886.73**
Non-controlling interest	42	4,266.94	3,423.27
Total equity		**1,25,387.44**	**64,310.00**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	13	75,081.26	28,335.38
(ii) Lease liabilities	4b	3,488.11	-
(iii) Other non current financial liabilities	14	4,536.85	3,742.96
Long term provisions	15	169.33	72.94
Deferred tax liabilities	16	1,083.41	391.19
		84,358.96	**32,542.47**
Current liabilities			
Financial liabilities			
(i) Borrowings	17 (i)	7,358.04	3,176.68
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	17 (ii)	501.79	96.52
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	17 (ii)	2,201.72	900.96
(iii) Lease liabilities	4b	236.66	-
(iv) Other current financial liabilities	17 (iii)	1,655.24	762.99
Other current liabilities	18	767.41	633.89
Short term provisions	19	251.63	114.45
		12,972.49	**5,685.49**
Total liabilities		**97,331.45**	**38,227.96**
Total equity and liabilities		**2,22,718.89**	**1,02,537.96**

Summary of significant accounting policies	2		
Other notes to accounts	3-47		

As per our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner

Membership Number: 108044

S.R. BATLIBOI & CO. LLP * NEW DELHI *

Place : Gurugram
Date: 18/8/23

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)

DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date:

Max Estates Limited
Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(Rs. in Lakhs)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 46)
INCOME			
Revenue from operations	20	10,734.20	6,928.87
Other income	21	2,393.63	464.60
Total income		**13,127.83**	**7,393.47**
EXPENSES			
Cost of land, plots, development rights, constructed properties and others	22	1,015.55	-
Change in inventories of constructed properties	23	1,138.84	1,850.94
Employee benefits expense	24	1,537.73	347.49
Finance costs	25	1,861.87	1,616.92
Depreciation and amortization expense	26	1,490.82	1,068.14
Other expenses	27	3,874.82	1,664.90
Total expenses		**10,919.63**	**6,548.39**
Profit before tax		**2,208.20**	**845.08**
Tax expenses			
Current income tax charge	30	2,050.11	-
Adjustment in respect of tax relating to earlier years	30	4.17	77.82
Deferred tax credit	30	(1,692.78)	275.06
Total tax expense		**361.50**	**352.88**
Profit after tax		**1,846.70**	**492.20**
Attributable to:			
Equity holders of the parent		1,901.49	499.89
Non-controlling interests		(54.79)	(7.69)
Other comprehensive income not to be reclassified to profit or loss in subsequent years:			
Re-measurement loss of defined benefit plans	30	0.02	3.93
Income tax effect		(0.01)	(0.99)
Net comprehensive income not to be reclassified to profit or loss in subsequent years:		**0.01**	**2.94**
Other comprehensive income for the year, net of tax		**0.01**	**2.94**
Total comprehensive income for the year		**1,846.71**	**495.14**
Attributable to:			
Equity holders of the parent		1,901.50	502.83
Non-controlling interests		(54.79)	(7.69)
Earnings per equity share (Nominal value of share Rs.10/-)			
Basic (Rs.)	32	1.29	1.30
Diluted (Rs.)	32	1.29	0.64
Summary of significant accounting policies	2		
Other notes to accounts	3-47		

As per our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pravin Tulsyan**
Partner

Membership Number: 108044

S. R. BATLIBOI & CO. LLP ★ NEW DELHI ★

Place : Gurugram
Date: 18/8/23

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date:

Max Estates Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2023

(Rs. in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 46)
Operating activities		
Profit before tax	2,208.20	845.08
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expense	1,490.82	1,068.14
Expense recognised on employee stock option scheme	105.87	-
Fair value gain on financial instruments at fair value through profit or loss	(13.78)	-
Net gain on sale of non- current investments	(944.14)	-
Loss on disposal of property, plant and equipment	-	0.42
Profit on derecognition of right of use assets	(135.97)	-
Gain on sale of financial instruments	(101.82)	-
Liabilities/provisions no longer required written back	-	(30.57)
Revenue from Rental (Equilisation as pre INDAS)	-	(176.41)
Interest income	(25.25)	(338.37)
Unwinding of interest on security deposit	(319.88)	-
Finance costs	1,861.87	1,616.94
Operating profit before working capital changes	**4,125.90**	**2,985.23**
Working capital adjustments:		
Increase in trade and other receivables and prepayments	(436.37)	(296.64)
Decrease/(increase) in inventories	(37,299.88)	1,886.95
Increase/ (decrease) in provisions	-	17.92
Decrease/(increase) in current and non-current asset	(10,160.40)	(187.39)
(Decrease)/increase in current and non- current liability	(145.30)	1,640.74
Decrease in trade and other payables	1,505.44	(1,189.26)
Decrease in financial asset	-	(346.15)
Cash generated from operations	**(42,410.61)**	**4,511.42**
Income tax paid (net of refund)	(3,224.62)	(440.60)
Net cash flows from operating activities	**(45,635.23)**	**4,070.82**
Investing activities		
Proceeds from sale of property, plant and equipment	(2,096.87)	(10,841.98)
Purchase of property, plant and equipment and investment property (including intangible assets and capital advances)	(50,143.71)	(2,039.73)
Interest received	1,190.35	357.79
Net (investment)/redemption of deposits with remaining maturity for more than 3 months	38,933.62	464.19
(Purchase)/ sale of current investments (net)	(6,270.64)	(35.27)
Proceeds from sale of non current investments	13,172.86	-
Net cash flows used in investing activities	**(5,214.39)**	**(12,095.01)**
Financing activities		
Proceeds from issuance of equity share capital including security premium	24.86	-
Proceeds from issue of equity shares of subsidiary	1,851.13	-
Repayment of lease liability (including interest)	886.26	-
Proceeds from short term borrowings	6,856.75	892.64
Proceeds from long-term borrowings	81,470.46	12,181.54
Repayment of long-term borrowings	(34,724.58)	(2,804.05)
Interest paid	(4,236.05)	(2,471.84)
Net cash flows from financing activities	**52,128.83**	**7,798.29**
Net increase/(decrease) in cash and cash equivalents	1,279.21	(225.90)
Add Merger adjustement	211.29	-
Cash and cash equivalents at the beginning of the year	272.20	498.10
Cash and cash equivalents at the end of the year	**1,762.70**	**272.20**

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NEW DELHI

Max Estates Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2023

(Rs. in lakhs)

Components of cash and cash equivalents:

	As at March 31, 2023	As at March 31, 2022 (also refer note 46)
Balances with banks:		
On current accounts	1,705.68	268.91
Cash on hand	57.02	3.28
	1,762.70	272.20

Summary of significant accounting policies 2
Other notes to accounts 3-47
The above cash flow statement has been prepared under the " Indirect Method" as set out in Indian Accounting Standard-7 , "Statement of cash flow".

As per our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner

Membership Number: 108044

S. R. BATLIBOI & CO. LLP NEW DELHI

Place : Gurugram
Date: 18/8/23

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date:

Max Estates Limited
Consolidated Statement of changes in equity for the year ended March 31, 2023

a) Equity share capital

Particulars	**Nos.**	**(Rs. in Lakhs)**
Shares of Rs. 10/- each, issued, subscribed and fully paid		
As at April 01, 2021	**7,79,10,000**	**7,791.00**
Add: Shares issued for stock options exercised during the year (refer note 11)		
As at March 31, 2022*	**7,79,10,000**	**7,791.00**
Add: Merger effect	(7,79,10,000)	(7,791.00)
As at March 31, 2023	-	-

b) Other equity

(Rs. in Lakhs)

Particulars	**Other equity**					**Non-controlling interest (refer note 42)**	**Total**
	Capital reserve (refer note 12)	**Securities premium (refer note 12)**	**Employee stock options outstanding (refer note 12)**	**Retained earnings (refer note 12)**	**Total other equity**		
As at April 01, 2021		-	381.03	(4,965.43)	(4,584.39)	3,430.96	(1,153.43)
Profit for the year	-	-	-	499.89	499.89	(7.69)	492.19
Other comprehensive income for the year	-	-	-	(3.93)	(3.93)	-	(3.93)
Expense recognized during the year	-	-	20.17	-	20.17	-	20.17
As at March 31, 2022*	-	-	401.20	(4,469.47)	(4,068.27)	3,423.27	(645.00)
Add: Merger effect	13,042.52	50,084.05	(239.92)	45,759.07	1,08,645.72	1,013.91	1,09,659.63
As at April 01, 2022 (Post Merger Effect)	**13,042.52**	**50,084.05**	**161.28**	**41,289.60**	**1,04,577.45**	**4,437.18**	**1,09,014.64**
Profit for the year	-	-	-	1,901 49	1,901.49	(54.79)	1,846.70
Other comprehensive income for the year	-	-	-	0.01	0.01	-	0.01
Less: adjustment on account of capital reduction in PCL (refer note 42)	-	(183.66)	-	-	(183.66)	-	(183.66)
Net movement in Non controlling interest (refer note 42)	-	-	-	-	-	(115.45)	(115.45)
Forfeiture of share option under Employee stock option scheme	-	-	(8.49)	8.49	-	-	-
Exercise of share option under Employee stock option scheme	-	50.75	(41.58)	-	9.17	-	9.17
Expense recognized during the year	-	-	105.69	-	105.69	-	105.69
As at March 31, 2023	13,042.52	49,951.14	216.90	43,199.59	1,06,410.14	4,266.94	1,10,677.10

*** also refer note 46**
Summary of significant accounting policies 2
Other notes to accounts 3-47

As per our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

S.R. BATLIBOI & CO. LLP
NEW DELHI

Place: Gurugram
Date 18/8/23

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place Noida
Date

1 Corporate Information

The Consolidated Ind AS financial statements comprise financial statements of Max Estates Limited (the Company) and its subsidiaries (collectively, the Group) for the year ended March 31, 2023. The Company is registered in India under Companies Act, 2013 and was incorporated on March 22, 2016.

Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab - 144533.

The Group is principally engaged in the business of:

- Construction and development of residential and commercial properties;
- Making investments in various companies and primarily engaged in growing and nurturing these business investments;
- Providing facility management services and managed office services
- Providing shared services to its other group companies

During the year, the Company has completed the merger of Max Ventures and Industries Limited ('Transferor Company') (appointed date April 01, 2022). Pursuant to the scheme of merger filed under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order dated July 03, 2023, approved the aforesaid Scheme. The comparative financial information for previous year ended March 31, 2022, has not been restated. Refer note 45 for further details related to merger.

The consolidated Ind AS financial statements were authorised for issue in accordance with a resolution by the Board of directors of the Company on August 18, 2023.

2 Significant accounting policies

2.1 a) Basis of preparation

These consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013 (Ind AS Compliant Schedule III).

The consolidated Ind AS financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value

(i) Certain financial assets and liabilities (refer accounting policy regarding financial instruments)

(ii) Defined benefit plans - plan assets

The Consolidated Ind AS Financial Statements are presented in INR and all values are rounded to nearest Lakhs (INR 00,000) except when otherwise stated

The accounting policies have been consistently applied by the Group.

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b) Basis of Consolidation

The Consolidated Ind AS Financial Statements (CFS) comprises the financial statements of the Company and its subsidiaries as at March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

▶ Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
▶ Exposure, or rights, to variable returns from its involvement with the investee, and
▶ The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

▶ The contractual arrangement with the other vote holders of the investee
▶ Rights arising from other contractual arrangements
▶ The Group's voting rights and potential voting rights
▶ The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated Ind AS financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Ind AS financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated Ind AS financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated Ind AS financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated Ind AS financial statements at the acquisition date.

(ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

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(iii) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated Ind AS financial statements. IND AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:
- ▶ Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
- ▶ Derecognises the carrying amount of any non-controlling interests
- ▶ Derecognises the cumulative translation differences recorded in equity
- ▶ Recognises the fair value of the consideration received
- ▶ Recognises the fair value of any investment retained
- ▶ Recognises any surplus or deficit in profit or loss

Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

2.2 Summary of significant accounting policies

a. Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

(i) Expected to be realized or intended to be sold or consumed in normal operating cycle
(ii) Held primarily for the purpose of trading
(iii) Expected to be realized within twelve months after the reporting period, or
(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

(i) It is expected to be settled in normal operating cycle
(ii) It is held primarily for the purpose of trading
(iii) It is due to settled within twelve months after the reporting period, or

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(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group 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 realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

b. Property, Plant and Equipment and Investment Property

(i) Property, Plant and Equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of GST credit availed wherever applicable. Cost includes borrowing cost for long term construction projects if recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant, property and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect to tangible and intangible assets acquired under the business transfer agreement, the Group has calculated depreciation/amortization on straight-line basis using the rates arrived at based on a technical estimate of the residual useful lives estimated by an independent engineering consultancy professional firm.

In respect of other assets, depreciation is calculated on pro rata basis on straight-line basis over estimated useful lives estimated by the management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

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Assets	Useful lives estimated by the management (years)
Leasehold Improvements	Over life of lease or life of asset whichever is less
Factory building	30
Other building	60
Plant and Equipment	15-25
Office Equipment	3 - 5
Computers & Data Processing Units	3 - 6
Furniture and Fixtures	10
Motor Vehicles	3 - 8

(ii) Investment Property

Recognition and initial measurement:
Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are measured initially at their cost of acquisition including transaction costs The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Property held under lease is classified as investment property when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. 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 Group All other repair and maintenance costs are recognised in statement of profit and loss as incurred The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on investment properties is provided on the straight-line method, over the useful lives of the assets are as follows:

Asset category'	Estimated life
Buildings and related equipment	15 to 60
Plant & Machinery & other equipment	6 to 10

Estimated useful life of Leasehold land is over the period of lease

Though the Company measures investment property using cost-based measurement, the fair value of investment properly is disclosed in the notes Fair values are determined based on an annual evaluation performed by the company applying a valuation model acceptable.

De-recognition
Investment properties are de-recognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of de-recognition.

Depreciation on investment property has been provided on straight line method over the useful life of assets Useful life of assets are as under

S. R. BATLIBOI & CO. LLP * NEW DELHI *

Building and related equipments	15 to 60 years
Plant & machinery, furniture & fixtures and other equipments	6 to 10 years

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use..

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

Intangible assets with finite useful life are amortized on a straight-line basis over their estimated useful life of 3-6 years.

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

(a.) The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
(b.) Its intention to complete and its ability and intention to use or sell the asset
(c.) How the asset will generate future economic benefits
(d.) The availability of resources to complete the asset
(e.) The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

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d. Business combinations

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Company. Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. The pooling of interest method is considered to involve the following:

(i) The assets and liabilities of the combining entities are reflected at their carrying amounts.
(ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.
(iii) The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.
(iv) The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.

e. Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, country in which the entity operates, or for the market in which the asset is used.

Impairment losses including impairment on inventories, are recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses no longer exist or may have decreased. If such indication exists, the

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Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Impairment testing of goodwill and intangible assets with indefinite lives

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non – financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

f. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

The Group classified its financial assets in the following measurement categories:
- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement
All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset. The difference between the transaction amount and amortised cost in case of interest free loan to subsidiaries based on expected repayment period is considered as deemed investment.

Subsequent measurement

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For purposes of subsequent measurement, financial assets are classified in four categories:
(i) Debt instruments at amortized cost
(ii) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost
A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

(i) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value change), and

(ii) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the Group estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Equity investments of other entities

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e., removed from the Group's statement of financial position) when:
-the rights to receive cash flows from the asset have expired, or

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-the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

(a) the Group has transferred the rights to receive cash flows from the financial assets or
(b) the Group has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with IND AS 109, the Group applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- Financial assets measured at amortised cost; e.g. Loans, security deposits, trade receivable, bank balance.
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Group follows “simplified approach” for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. the Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12- months ECL.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(ii) Financial liabilities

Initial recognition and measurement
Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Group financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Trade Payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using EIR method.

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings
Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts
Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment

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when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or medication is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Compound financial instruments
Compound financial convertible instruments are separated into liability and equity components based on the terms of the contract. On issuance of the convertible instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible instruments based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

g. Revenue from contracts with customers

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

The Group has applied five step model as per Ind AS 115 'Revenue from contracts with customers' to recognise revenue in the Ind AS financial statements. The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

a) The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Company performs; or
b) The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
c) The Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date.
For performance obligations where any of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.
Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer. The following specific recognition criteria must also be met before revenue is recognized:

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Revenue is recognised over period of time in respect of rental services on an accrual basis, in accordance with the terms of the respective contract as and when the Company satisfies performance obligations by delivering the services as per contractual agreed terms.

Revenue from shared services
Revenue is recognised over period of time in respect of shares services on an accrual basis, in accordance with the terms of the respective contract as and when the Company satisfies performance obligations by delivering the services as per contractually agreed terms.

Revenue from project management consultancy / secondment
Revenue from project management consultancy / secondment is recognized as per the terms of the agreement on the basis of sei vices rendered.

Gain on sale of investments
On disposal of an investment, the difference between the carrying amount and net disposal proceeds is recognised to the profit and loss statement.

Facility Management
Revenue from facility management is recognised as per the terms of the agreement on the basis of services rendered.

Revenue from constructed properties
Revenue is recognised over time if either of the following conditions is met:

a. Buyers take all the benefits of the property as real estate developers construct the property.
b. Buyers obtain physical possession of the property
c. The property unit to be delivered is specified in the contract and real estate entity does not have an alternative use of the unit; the buyer does not have the discretion to terminate the contract and the entity has right to payment for work completed to date.

In case none of these conditions is met, revenue would be recognised at a point in time when the control of the property is passed on to the customer.

Contract balances

Contract assets

A contract asset is initially recognised for revenue earned from shared services because the receipt of consideration is conditional on successful completion of the contract. Upon completion of the contract and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section e) Financial instruments – initial recognition and subsequent measurement.

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Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related services to the customer).

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The specific recognition criteria described below must also be met before revenue is recognized.

h. Inventories

Inventories in real estate business
Inventories also comprise completed units for sale and property under construction (Work in progress):

(A) Completed Unsold inventory is valued at lower of cost and net realizable value. Cost is determined by including cost of land, materials, services and related overheads.
(B) Work in progress is valued at cost. Cost comprises value of land (including development rights), materials, services and other overheads related to projects under construction.

i. Taxes

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized except:

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▶ When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
▶ In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

GST (Goods and Service tax)/ Sales tax/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST (Goods and Service tax)/ Sales tax/ value added taxes paid, except:

▶ When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
▶ When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of Other current assets or liabilities in the balance sheet.

j. Borrowing costs

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset are substantially ready for their intended use. Where fund are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing incurred.

Where surplus funds are available out of money borrowed specifically to finance project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rate applicable to relevant general borrowing of the Group during the year. Capitalisation of borrowing cost is suspended and charged to profit and loss during the extended periods when the active development on the qualifying project is interrupted. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that

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an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (d) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

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The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor
Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

l. Provision and Contingent liabilities

Provisions
A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities
A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Group does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

m. Retirement and other employee benefits

Provident fund
The Group has contributed to employees provident fund benefits through a trust "Max Financial Services Limited Provident Fund Trust" managed by Max Financial Services Limited (erstwhile Max India Limited) whereby amounts determined at a fixed percentage of basic salaries of the employees are deposited to the trust every month. The benefit vests upon commencement of the employment. The interest rate payable by the trust to the beneficiaries every year is notified by the government and the Group has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Group has obtained actuarial valuation to determine the shortfall, if any, as at the Balance Sheet date. The Group recognizes contribution payable to the provident fund as an expense, when the employee renders the related service.

Gratuity
Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Max Speciality Films Limited, subsidiary of the Company has also made contribution to Life Insurance Corporation (LIC) towards a policy to cover the gratuity liability of the employees to an extent. The difference between

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the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with LIC is provided for as liability in the books.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Group recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

(i) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.

(ii) Net interest expenses or income

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit .The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet as the Company does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

Long term incentive plan
Employees of the Group receives defined incentive, whereby employees render services for a specified period. Long term incentive is measured on accrual basis over the period as per the terms of contract.

n. Share-based payments

Employees of the Company receive remuneration in the form of share based payment transaction, whereby employees render services as a consideration for equity instruments (equity- settled transactions).

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Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders of the parent company and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares

q. Foreign currencies

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Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Group's consolidated Ind AS financial statements are presented in Indian rupee (Rs.) which is also the Group's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the time of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

r. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
(i) In the principal market for the asset or liability, or
(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient date are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
(i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
(ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
(iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing

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categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring and non-recurring fair value measurement, such as derivative instruments measured at fair value.

External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decides, after discussions with the Group's external valuers which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies.

The management in conjunction with the Group's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (note 36)

Quantitative disclosures of fair value measurement hierarchy (note 36)

Financial instruments (including those carried at amortised cost) (note 5, 13, 14, 18)

t. Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on the basis of accomplishment of export obligations.

The Group has inventorized the duty saved on import of raw material and recognised Government grant as liability. Deferred income is recognised in statement of profit and loss as and when export obligations are fulfiled and government grant is reduced by deferred income recognised.

2.3 Significant accounting judgements, estimates and assumptions

The preparation of the Group's Consolidated Ind AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the grouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

(a) Operating lease commitments - Group as lessee
The Group has taken various commercial properties on leases. the Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it does not retain all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases. Refer Note 4ii.

Estimates and assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

(b) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds where remaining maturity if such bond corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 31.

(c) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Group uses Net asset value for valuation of investment in mutual funds. Refer Note 36 related to Fair value disclosures.

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2.4 RECENT ACCOUNTING PRONOUNCEMENTS:

A. Amended standards adopted by the company

(i) Reference to the Conceptual Framework – Amendments to Ind AS 103

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements.

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

These amendments had no impact on the financial statements of the Group as there were no contingent assets, liabilities or contingent liabilities within the scope of these amendments that arose during the period.

(ii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the statement of profit and loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.
The amendments are effective for annual reporting periods beginning on or after 1 April 2022. These amendments had no impact on the consolidated financial statements of the Group as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

(iii) Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

These amendments had no impact on the financial statements of the Group as there were no modifications of the Group's financial instruments which were covered by amendment.

(iv) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

An onerous contract is a contract under which the unavoidable of meeting the obligations under the contract costs (i.e., the costs that the Group cannot avoid because it has the contract) exceed the economic benefits expected to be received under it.

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The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

B. Standards issued but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective from 01 April 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.
The amendments are not expected to have a material impact on the Group financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Group is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.
The Group is currently assessing the impact of the amendments.

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3. Property, plant and equipment (PPE)

(Rs. in Lakhs)

	Leasehold improvements	Plant and equipment	Furniture and fixture	Office equipment	Computers and data processing units	Motor vehicles	Total
Gross Block							
April 1, 2021	-	-	1.02	9.79	38.51	95.65	144.98
Additions	-	-	-	-	20.82	35.61	56.43
Disposals	-	-	-	-	(22.67)	-	(22.67)
March 31, 2022*	-	-	1.02	9.79	36.67	131.27	178.74
Add Merger Effect	392.01	54.07	65.51	4.77	100.12	174.17	790.65
Additions	200.91	-	63.11	26.72	51.04	39.50	381.28
Disposals	(383.66)	-	(67.20)	(6.08)	(38.07)	-	(495.01)
Add: adjustment for investment in new subsidiaries (refer note 29)	-	15.36	2.81	-	1.70	-	19.87
March 31, 2023	209.26	69.43	65.25	35.20	151.46	344.93	875.53
Accumulated Depreciation							
April 1, 2021	-	-	0.28	6.49	28.31	23.90	58.97
Depreciation for the year	-	-	0.10	2.75	8.00	13.97	24.81
Disposals for the year	-	-	-	-	(21.52)	-	(21.52)
March 31, 2022*	-	-	0.38	9.24	14.78	37.87	62.26
Add Merger Effect	96.51	45.15	21.15	1.77	67.24	39.27	271.09
Depreciation for the year	39.84	0.37	9.77	4.78	26.03	37.84	118.63
Disposals for the year	(120.49)	-	(25.29)	(4.22)	(24.02)	-	(174.02)
Add: adjustment for investment in new subsidiaries (refer note 29)	-	12.45	2.08	-	0.36	-	14.90
March 31, 2023	15.86	57.97	8.09	11.57	84.39	114.98	292.86
Net carrying amount							
As at March 31, 2023	193.40	11.45	57.16	23.63	67.07	229.95	582.66
As at March 31, 2022*	-	-	0.64	0.55	21.89	93.40	116.48

Notes :

a) Property, plant and equipment (PPE) given as security

Refer note no 13 for charge created on property, plant and equipment as security against borrowings

3A Investment property

(Rs. in Lakhs)

Particulars	Investment property	Land	Investment property (under development)	Total
Gross Block				
April 1, 2021	56,680.60	-	15,894.84	72,575.44
Additions/ adjustments	2,097.25	-	17,871.65	19,968.90
Disposals/ adjustments	-	-	(99.40)	(99.40)
March 31, 2022*	58,777.85	-	33,667.10	92,444.95
Add Merger Effect	(3,228.49)	8,874.50	(5,612.37)	33.64
Additions/ adjustments	1,735.61	-	50,279.72	52,015.33
Disposals/ adjustments	-	-	(82.19)	(82.19)
March 31, 2023	57,284.97	8,874.50	78,252.26	1,44,411.73
Accumulated Depreciation				
April 1, 2021	1,732.03	-	-	1,732.03
Depreciation charge for the year	1,040.57	-	-	1,040.57
Disposals/ adjustments	-	-	-	-
March 31, 2022*	2,772.60	-	-	2,772.60
Add Merger Effect	31.37	-	-	31.37
Depreciation charge for the year	1,098.82	-	-	1,098.82
Disposals/ adjustments	-	-	-	-
March 31, 2023	3,902.79		-	3,902.80
Net carrying amount				
As at March 31, 2023	53,382.18	8,874.50	78,252.26	1,40,508.93
As at March 31, 2022*	56,005.25	-	33,667.10	89,672.35

Investment property as at March 31, 2023 includes property under construction at Sector 65 Gurugram under Acreage Builders Private Limited, a subsidiary company, property under construction at Sector 129 Noida under Max Square Limited, a subsidiary company and property under construction at Okhla, Delhi under Pharmax Corporation Limited, a subsidiary company. (Investment property as at April 01. 2022 included property under construction at Sector 129 Noida under Max Square Limited, a subsidiary company and property under construction at Okhla, Delhi under Pharmax Corporation Limited, a subsidiary company)

i) For investment property under development, ageing as at March 31, 2023:

	Amount in investment property under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Max Square Limited	12,975.06	9,513.80	5,891.34	11,101.58	39,481.78
Acreage Builders Private Limited	33,957.46	-	-	-	33,957.46
Pharmax Corporation Limited	3,347.21	1,465.82	-	-	4,813.03
Total	50,279.72	10,979.62	5,891.34	11,101.58	78,252.26

ii) For investment property under development, ageing as at March 31, 2022*:

	Amount in investment property under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Max Square Limited	11,221.97	7,134.88	13,544.43	-	31,901.28
Pharmax Corporation Limited	1,765.82	-	-	-	1,765.82
Total	12,987.79	7,134.88	13,544.43	-	33,667.10

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Notes:

(i) Contractual obligations
Refer note 34 for disclosure of contractual commitments for the acquisition of investment properties

(ii) Capitalised borrowing cost
During the year, the Group has capitalised Rs. 3,297.57 lakhs (March 31, 2022- Rs 883.95 lakhs) under investment property Refer note 25

		(Rs. in Lakhs)
(iii) Amount recognised in profit and loss for investment properties	**March 31, 2023**	**March 31, 2022***
Rental income	5,187.56	3,588.03
Less: Direct operating expenses generating rental income	(445.04)	(941.69)
Profit from leasing of investment properties	**4,742.52**	**2,646.34**
Less: depreciation expense	(1,098.82)	(1,040.57)
Profit from leasing of investment properties after depreciation	**3,643.70**	**1,605.77**

(iv) Fair value
Fair value hierarchy and valuation technique
The fair value of investment property has been determined by the company internolly, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued The fair value has been arrived using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental of 15% on every 3 years, vacancy rate of 3% and discount rate of 12.00%.

Reconciliation of fair value:	**(Rs. in Lakhs)**
Opening balance as at April 01, 2021	Rs 63,500 to 71,000 lakhs
Increase of Fair value	NA
Decline in fair value	NA
Closing balance as at March 31, 2022*	Rs.63,500 to 71,000 lakhs
Increase of Fair value	Rs. 1000 lakhs
Decline in fair value	NA
Closing balance as at March 31, 2023 **	Rs.64,500 to 72,000 lakhs

** Other than Investment property (under development)
* also refer note 46

Valuation models applied for valuation:
Discounted cash flow method - net present value is determined based on projected cash flows discounted at an appropriate rate

4. Other Intangible assets

(Rs. in Lakhs)

Particular	Computer software	Total	Intangible assets under development
Gross carrying amount			
April 1, 2021	**17.43**	**17.43**	-
Additions	0.42	0.42	-
Disposals		-	-
March 31, 2022*	**17.85**	**17.85**	-
Add Merger Effect	**8.23**	**8.23**	**12.95**
As at April 01, 2022 (Post Merger Effect)	**26.08**	**26.08**	**12.95**
Additions	329.11	329.11	-
Disposals	-	-	-
March 31, 2023	**355.19**	**355.19**	**12.95**
Amortisation			
April 1, 2021	**11.65**	**11.65**	-
Amortisation charge for the year	2.75	2.75	-
Disposals for the year		-	-
March 31, 2022*	**14.40**	**14.40**	-
Add Merger Effect	7.37	7.37	**12.95**
As at April 01, 2022 (Post Merger Effect)	**21.77**	**21.77**	**12.95**
Amortisation charge for the year	0.37	0.37	-
Disposals for the year	-	-	-
March 31, 2023	**22.14**	**22.14**	**12.95**
Net carrying amount			
March 31, 2023	333.05	333.05	-
March 31, 2022*	3.45	3.45	-

* also refer note 46

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4b Right of use assets

The Company has lease contracts for buildings from related parties. The Company's obligations under its leases are secured by the lessor's title to the leased assets

The carrying amounts of right of use assets recognised and the movements during the year:

(Rs. in Lakhs)

Particulars	Building	Total
April 1, 2021	-	-
Additions	-	-
Depreciation expense	-	-
Less: adjustment for sale of stake in MSFL	-	-
March 31, 2022**	-	-
Add Merger Effect	2,482.65	2,482.65
As at April 01, 2022 (Post Merger Effect)	2,482.65	2,482.65
Additions	1,153.43	1,153.43
Adjustment on account of sub-lease*	(2,050.96)	(2,050.96)
Depreciation expense	(267.57)	(267.57)
March 31, 2023	1,317.55	1,317.55

*During the year, the Company has sub-leased its premises and has assessed that this sub-lease fulfills the criteria of a finance lease as per Ind AS 116. Consequently, the Company has recognised lease receivable from sub-lease in its books and has de-recognised the Leasehold improvements as well as right of use assets related to the original lease. Consequently, an amount of Rs. 135.97 lakhs has been recognised as profit on de-recognition of right of use assets under the head 'Other income'

The carrying amounts of lease liabilities and the movement during the year:

(Rs. in Lakhs)

Particulars	Building	Total
April 1, 2021		-
Additions	-	-
Accretion of interest	-	-
Payments	-	-
March 31, 2022**	-	-
Add Merger Effect	2,838.51	2,838.51
As at April 01, 2022 (Post Merger Effect)	2,838.51	2,838.51
Additions	1,073.51	1,073.51
Accretion of interest	377.56	377.56
Payments	(564.81)	(564.81)
March 31, 2023	3,724.77	3,724.77

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022**
Non-current lease liabilities	3,488.11	-
Current lease liabilities	236.66	-
Total	3,724.77	-

The details regarding the maturity analysis of lease liabilities as at March 31, 2023 and March 31, 2022 on actual rent payments as per schedule:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022**
Within one year	541.06	-
After one year but not more than five years	2,380.33	-
More than five years	1,837.03	-
Total	4,758.42	-

Considering the lease term of the leases, the effective interest rate for lease liabilities is 11%.
The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022**
Depreciation expense of right-of-use assets	267.57	-
Interest expense on lease liabilities	377.56	-
Rent (refer note 27)	14.73	-
Total amount recognised in profit or loss	659.86	-

** also refer note 46

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5. Non-Current financial assets

(i) Investments

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022#
a) Investment in preference shares (valued at fair value through profit and loss) (unquoted)		
Azure Hospitality Private Limited	4,445.06	-
16,234,829 (March 31, 2022 - Nil) Series-C preference shares of nominal value Rs. 20 each fully paid up		
b) Smart Joules Private Limited (unquoted)		
232 (March 31, 2022 - Nil) Series - A Compulsorily Convertible Preference Shares of norminal value Rs. 10 each fully paid up*	200.00	-
c) Aliferous Technologies Private Limited (unquoted)		
461 (March 31, 2022 - Nil) Compulsorily Covertible Preference Shares (Seed Series A1 CCPS) of Nominal Value Rs.100 each fully paid up**	49.92	-
d) Investment in IAN Fund (unquoted)		
219,272.98 (March 31, 2022 - Nil) units of nominal value Rs. 100 each fully paid up	219.27	-
Investment others		
e) Birla Sun Life Cash Plus - Direct Plan ***	448.92	-
1,23,648.78 (March 31, 2022 - Nil) units of nominal value Rs. 100 each fully paid up		
	5,363.17	-
Non-Current	5,363.17	-
Aggregate value of unquoted investments	5,363.17	-

Note:

*0.001% Non cumulative Series A Compulsory convertible partcipating preference shares will be convertible into one equity share per preference share, maximum after ten years from the date of issue.

**0.001% Non cumulative Compulsory convertible preference shares will be convertible into one equity share per preference share, maximum after nineteen years from the date of issue. The Group has committed to invest further Rs. 49.90 lakhs towards these preference shares. Refer note 34B.

*** Pledged as security for Debt Service Reserve Account (DSRA) for borrowing

(ii) Trade receivables

	As at March 31, 2023	As at March 31, 2022#
Trade receivable (unsecured)	968.61	63.78
	968.61	63.78

Trade Receivable Ageing
As at March 31, 2023

Outstanding for following periods from due date of payment (Rs. in Lakhs)

Particulars	Not due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables-considered good	968.61	-	-	-	-	-	968.61
(ii) Undisputed Trade receivables-Which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	968.61	-	-	-	-	-	968.61

Trade Receivable Ageing
As at March 31, 2022#

Outstanding for following periods from due date of payment (Rs. in Lakhs)

Particulars	Not due	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables-considered good	63.78	-	-	-	-	-	63.78
(ii) Undisputed Trade receivables-Which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	63.78	-	-	-	-	-	63.78

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022#
(iii) Other bank balances		
Deposits with original maturity for more than 12 months	1,001.35	10.26
	1,001.35	10.26
(iv) Other non current financial assets		
Security deposits {also refer note 39(b) for deposits made with related parties}	496.14	245.06
Rent receivable (Equalisation)	116.98	-
Lease Receivable (Refer Note 4b)	2,384.75	-
	2,997.87	245.06
6. Non-current tax assets		
Advance income tax and tax deducted at source (Net)	1,552.71	793.33
	1,552.71	793.33
7. Other non current assets		
Unsecured considered good unless otherwise stated		
Capital advances (Refer Note 34B)	5,329.50	1,304.85
Prepaid expenses	-	404.58
Balance with statutory authorities	7.93	-
Deferred guarantee fee	-	81.07
	5,337.43	1,790.50

also refer note 46

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(Rs. in Lakhs)

		As at March 31, 2023	As at March 31, 2022**
8	**Inventories (at cost or Net realisable value whichever is less)**		
	Raw materials (construction materials)	8.35	49.93
	Plots and construction work in progress	186.75	186.75
	Finished goods	-	1,138.84
	Land	38,496.73	-
		38,691.83	1,375.52
9.	**Current financial assets**		
	(i) Other investment		
	Quoted mutual funds (valued at fair value through profit and loss)		
	Axis Liquid Fund - Direct - Growth	1,501.96	-
	Face value - Rs. 10 (March 31, 2023 - Units - 60,057) (March 31, 2022 - Units - NIL)		
	Aditya Birla Sun Life Liquid Fund - Direct - Growth	1,602.92	-
	Face value - Rs. 10 (March 31, 2023 - Units - 4,41,477.23) (March 31, 2022 - Units - NIL)		
	SBI Liquid Fund - Direct - Growth	1,501.95	-
	Face value - Rs. 10 (March 31, 2023 - Units - 42,629.04) (March 31, 2022 - Units - NIL)		
	UTI Liquid Cash Plan - Direct - Growth	1,502.17	-
	Face value - Rs. 10 (March 31, 2023 - Units - 40,613.46) (March 31, 2022 - Units - NIL)		
	DSP Liquid Fund - Direct - Growth	2,442.07	-
	Face value - Rs. 10 (March 31, 2023 - Units - 76,003.98) (March 31, 2022 - Units - NIL)		
	Birla Sun Life Cash Plus - Direct Plan	-	672.26
	Face value - Rs. 10 Face value - Rs. 10 (March 31, 2023 - Units - NIL)(March 31, 2022 - Units - 1,95,914.05)		
	Tata Liquid Fund	2,045.29	602.02
	Face value - Rs. 10 Face value - Rs. 10 (March 31, 2023 - Units - 57,590.82)(March 31, 2022 - Units - 43,053.20)		
		10,596.36	1,274.28
	Aggregate value of unquoted investments	-	-
	Aggregate value of quoted investments	10,596.36	1,274.28
	Aggregate market value of quoted investments	10,596.36	1,274.28
	(ii) Trade receivables		
	(a) Trade Receivables considered good - Secured;	-	-
	(b) Trade Receivables considered good - Unsecured;	578.06	193.31
	(c) Trade Receivables which have significant increase in credit risk; and	-	-
	(d) Trade Receivables - credit impaired	-	-
		578.06	193.31

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.
Trade receivables are non-interest bearing and are generally on terms of 0 to 120 days.
For terms and conditions relating to receivables from related parties, refer note 39

Trade Receivable ageing
As at March 31, 2023

(Rs. in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment: Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables- considered good	32.93	494.71	10.35	17.57	13.31	9.19	578.06
(ii) Undisputed Trade receivables- which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	**32.93**	**494.71**	**10.35**	**17.57**	**13.31**	**9.19**	**578.06**
Less: Allowance for credit loss							-
Net Trade Receivables							**578.06**

Trade Receivable Ageing
As at March 31, 2022**

(Rs. in Lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment: Less than 6 month	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables- considered good	-	160.42	10.39	13.31	3.19	6.00	193.31
(ii) Undisputed Trade receivables- which have significant in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables-Credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables-credit Impaired	-	-	-	-	-	-	-
Total	-	**160.42**	**10.39**	**13.31**	**3.19**	**6.00**	**193.31**
Less: Allowance for credit loss							-
Net Trade Receivables							**193.31**

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(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022**
(iii) Cash and cash equivalents		
Balances with banks:		
On current accounts	1,705.68	268.91
Cash on hand	57.02	3.28
	1,762.70	272.20
(iv) Bank balances other than (iii) above		
Deposits:		
Deposits with original maturity for less than 12 months	2,374.31	4,566.40
	2,374.31	4,566.40
(v) Other current financial assets (unsecured considered good, unless otherwise stated)		
Interest accrued on deposits	27.17	-
Interest accrued on fixed deposits	24.20	-
Security deposits (refer note 36A)	3,908.09	32.45
Interest accrued on deposits and others	90.56	189.33
Other recoverables	119.59	-
Rent equalisation	426.05	1,046.23
Lease Receivable (Refer Note 4b)	69.80	-
	4,665.46	1,268.01
Break up of financial assets at amortised cost		
Non-current financial assets		
Trade receivables {refer note 5(ii)}	968.61	63.78
Other bank balances {refer note 5(iii)}	1,001.35	10.26
Current financial assets		
Trade receivables {refer 9(ii)}	578.06	193.31
Cash and cash equivalents {refer 9(iii)}	1,762.70	272.20
Other bank balances {refer note 9(iv)}	2,374.31	4,566.40
Other current financial assets {refer 9(v)}	4,665.46	1,268.01
	11,350.49	6,373.96

10. Other current assets (unsecured considered good, unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022**
Other advances*	561.05	71.76
Prepaid expenses	108.49	159.21
Deferred guarantee fee	-	21.60
Balance with statutory authorities	1,418.85	596.63
	2,088.39	849.20

*refer note 39(b) for advances to related parties
** also refer note 46

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Max Estates Limited
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

11. Equity share capital

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022#
a) Authorized share capital**		
150,000,000 (March 31, 2022# - 150,000,000) equity shares of Rs.10/- each	15,000.00	15,000.00
	15,000.00	15,000.00
Issued, subscribed and fully paid-up*		
77,910,000 (March 31, 2022# - 77,910,000) equity shares of Rs.10/- each fully paid up	-	7,791.00
Total issued, subscribed and fully paid-up share capital	-	7,791.00

*Subsequent to the year end and upon the coming into effect of the Scheme of amalgamation, and in consideration of the transfer, 1 (one) equity shares of the face value of INR 10 each fully paid-up of the Company are required to be issued against every 1 (one) equity shares of INR 10 each fully paid-up held by the shareholders of Max Ventures and Industries Limited. Consequent to this, the Company shall issue 146,946,000 equity shares of INR 10 each fully paid-up for 146,946,000 equity shares of INR 10 each fully paid-up of Max Ventures and Industries Limited.

These shares have been disclosed as 'Share capital pending issuance' as at March 31, 2023 and as at April 01, 2022

**As an integral part of the scheme, and, upon the coming into effect of the scheme, the authorized share capital of the Company shall automatically stand increased, without any further act, instrument or deed on the part of the Company, such that upon the coming into effect of this scheme, the authorized share capital of the Company shall be INR 1,500,000,000/- divided into 150,000,000 equity shares of INR 10 each. Consequently, Clause V of the Memorandum of Association of the Company shall, upon the coming into effect of this scheme and without any further act or deed, be and stand altered, modified and substituted pursuant to section 13, 61 and 230 and 232 and other applicable provisions of the Act, as the case may be. Also refer note 45.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	March 31, 2023		March 31, 2022#	
Equity shares	**No. of shares**	**(Rs. in Lakhs)**	**No. of shares**	**(Rs. in Lakhs)**
At the beginning of the year	7,79,10,000	7,791	7,79,10,000	7,791.00
Add: Merger Adjustment	(7,79,10,000)	(7,791)	-	-
Add: Shares issued for stock options exercised (Refer note no 35.1)	-	-	-	-
At the end of the year	-	-	7,79,10,000	7,791.00

c) Terms and rights attached to 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 if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. 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.

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	March 31, 2023		March 31, 2022#	
	No. of shares	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Max Ventures and Industries Limited.	-	0.00%	7,79,09,994	99.99%

e) Details of shares held by holding company

Name of the Shareholder	March 31, 2023		March 31, 2022#	
	No. of shares	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Max Ventures and Industries Limited.	-	0.00%	7,79,09,994	99.99%

f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

The Company has issued 156,978 equity shares during the year ended March 31, 2023 and 322,586 equity shares during the year ended March 31, 2022# on exercise of options granted under the Employee Stock Option Plan 2016 of Max Ventures and Industries Limited. For details refer note 35.1.

g) Shareholding of promoters

Shares held by promoters at the end of the year				
As at	**Promoter Name**	**No. of Shares**	**% of total shares**	**% change during the year**
March 31, 2023	Max Ventures and Industries Limited	-	-	100%
March 31, 2022#	Max Ventures and Industries Limited	7,79,09,994	99.99%	Nil

also refer note 46

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12. Other equity

	As at March 31, 2023	As at March 31, 2022*
		(Rs. in Lakhs)
Capital reserve (refer note a below)	13,042.52	-
Securities premium (refer note b below)	49,951.14	-
Employee stock options outstanding (refer note c below)	216.90	401.20
Retained earnings (refer note d below)	43,199.59	(4,469.47)
Compulsorily Convertible Debentures (CCD) (refer note e below)	-	57,164.00
	1,06,410.14	**53,095.73**

Notes:

	As at March 31, 2023	As at March 31, 2022*
a) Capital reserve		
At the beginning of the year	-	-
Add : Merger Adjustment	13,042.52	-
	13,042.52	-
b) Securities premium		
At the beginning of the year	-	-
Add : Merger Adjustment	50,084.05	-
Add - Exercise of share option under Employee stock option scheme	50.75	-
Less: adjustment on account of capital reduction in PCL (refer note 42)	(183.66)	-
	49,951.14	-
c) Employee stock options outstanding		
At the beginning of the year	401.20	381.03
Add : Merger Adjustment	(239.92)	-
Add: expense recognized during the year	105.69	20.17
Less: Exercise of share option under Employee stock option scheme	(41.58)	-
Less: Forfeiture of share option under Employee stock option scheme	(8.49)	-
	216.90	**401.20**
d) Retained earnings (attributable to equity holders of the parent)		
At the beginning of the year	(4,469.47)	(4,965.43)
Add : Merger Adjustment	45,759.07	-
Profit for the year	1,901.49	499.89
Forfeiture of share option under Employee stock option scheme	8.49	-
Equity option of CCD	-	-
Re-measurement of post employment benefit obligation (net of tax) (item of OCI)	0.01	(3.93)
	43,199.59	**(4,469.47)**
e) Compulsorily Convertible Debentures (CCD)		
At the beginning of the year	**57,164.00**	57,164.00
Less : Merger Adjustment	(57,164.00)	-
At the end of the year	-	**57,164.00**

a) Capital reserve
The Group recognizes profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to capital reserve

b) Securities premium
Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

c) Employee stock options outstanding
The employee stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

d) Retained earnings
Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

* also refer note 46

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13. Borrowings

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022 (also refer note 46)
Non-current borrowings :		
From banks		
Term loans (secured) [refer note (i) to (ix) below]	67,301.75	24,873.08
Vehicle loans (secured) [refer note (x) below]	30.19	31.34
Others		
Debt portion of compulsory convertible debentures [refer note (xi) below]	7,749.32	3,430.96
Current maturity of long term borrowings :		
Term loans (secured) [refer note (i) to (ix) below]	1,081.06	509.00
Vehicle loans (secured) [refer note (x) below]	17.61	-
Total	**76,179.93**	**28,844.38**
Less: amount disclosed under "current financial liabilities" [refer note 18(i)]	1,098.67	509.00
Total	**75,081.26**	**28,335.38**
Aggregate Secured loans	68,430.61	25,413.42
Aggregate Unsecured loans	7,749.32	3,430.96

Term loan from banks :

i) Term loan facility from ICICI Bank Limited amounting to NIL (March 31, 2022: Rs. 7,932.18 lakhs) is secured by way of exclusive charge of mortgage/hypothecation/assignment/security interest/charge/pledge upon following (both present and future) on:

1 Pari-passu charge over project developed on the property;
2 All present and future tangible moveable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixture and all other moveable fixed assets in relation to the property
3 All present and future scheduled receivables to the extent received by the borrower
4 The escrow account alongwith all monies credited / deposited therein
5 The Debt Service Reserve Account (DSRA)
6 30% of shareholding of the company (Max Towers) being held by Max Estates Limited
7 The security as required by the lender shall be created and perfected in form and manner satisfactory to the lenders and shared on pari passu basis between the lenders
8 Post creation of security, the project shall provide a security cover of 2 times during the entire tenure of facility on outstanding loan amount

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ii) Term loan facility from ICICI Bank Limited amounting to Rs. 10218.74 lakhs (March 31, 2022: Rs. 3,793.64 lakhs) is secured by way of exclusive charge of mortgage/hypothecation/assignment/security interest/charge/pledge upon following (both present and future) on:

1 Pari-passu charge over project developed on Max House Okhla Project;
2 All present and future tangible moveable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixture and all other moveable fixed assets in relation to the property
3 All present and future scheduled receivables to the extent received by the borrower
4 The escrow account alongwith all monies credited / deposited therein
5 The Debt Service Reserve Account (DSRA)
6 Corporate guarantee from Pharmax Corporation Limited
7 The security as required by the lender shall be created and perfected in form and manner satisfactory to the lenders and shared on pari passu basis between the lenders
8 Post creation of security, the Project shall provide a security cover of 1.50 times during the entire tenure of the Facility on the outstanding loan amount of Facility

iii) The subsidiary company has fully repaid term loan from ICICI Bank mentioned in point (i) above during the year. The subsidiary has taken secured term loan facility for Rs. 24,603.24 lakhs loan from HDFC Bank Limited at an effective weighted average rate of 7.91% . The loan is repayable in 204 installments commencing from 1 month from the first drawdown date. An exclusive charge by way of mortgage / hypothecation / assignment / security interest / charge / pledge upon following (both present and future) on:

a) The escrow account opened before the first drawdown along with all monies to be received from the lessee, present and future, pertaining to the property, credited / deposited therein.
b) The Debt Service Reserve Account equivalent to 3 months peak debt servicing (interest and principal) to be maintained throughout the tenor of the Facilities. Debt Service Coverage Ratio shall be created upfront & by way of Fixed Deposit lien marked to the lenders.
c) Minimum Debt Service Coverage Ratio of 1.3x to be maintained, to be tested on 31st March and 30th September every year.
d) Bank guarantee of Rs. 5,000 lakhs to be issued from Max Estates Ltd. which will be cash collateralized by 50% in case National Company Law Tribunal Order comes in favour of Max Estates Limited
e) Minimum security cover of 1.54x implying maximum Loan to Value of 65% to be maintained throughout the tenor of the facility.

iv) Term loan facility from IndusInd Bank Limited amounting to NIL (March 31, 2022: Rs. 12,863.68 lakhs) is secured by exclusive charge by way of mortgage/hypothecation/assignment/security interest / charge/pledge upon following (both present and future) on:

1 Equitable mortgage on Project land;
2 All present and future current assets, including lease rental receivables, parking rentals, Common Area Maintainence income, security deposit, sales receivable, any income generated pertaing to the project
3 The escrow account alongwith all monies credited/deposited therein
4 The Debt Service Reserve Account (DSRA)
5 30% of shares to be pledged by the borrower company (Max Square Limited)
6 Corporate guarantee from Max Estates Limited

v) **Axis Bank Limited (Secured)**
The subsidiary company has fully repaid term loan from Indusind Bank mentioned in point (iii) above during the year. The subsidiary has taken secured term loan facility for Rs. 21,998.13 lakhs.

i) **Primary and collateral security:**

a) Exclusive charge on by way of equitable mortgage on project land of 2.6 acre land and building with complete available leasable area of 7 lakhs sqft in Max square project, being developed in Sector 129, Noida.

b) First charge by way of assignment/hypothecation over all present and future current assets including lease rental receivables, parking rentals, CAM income, security deposit, sales receivables, any other income generated pertaining to the project

c) First charge on DSRA, Escrow account maintained with Axis pertaining to rental receivables of the project, wherever maintained, present & future.
d) Minimum security cover to be 1.5 times based on market values of the property to be maintained throughout tenure of the facility
e) Corporate guarantee of Max Estates Limited
f) Debt service reserve account (DSRA) - 3 months interest to be created
g) Borrower to open Escrow account with IBL
h) Debt : equity of 1.371x to be maintained throughout the facility. Any cost overrun to be funded through additional equity from the promoters.

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Repayment terms:-
Loan will be payable in bullet installment on maturity at December 31, 2025

vi) Term loan facility from IDFC First Bank Limited amounting to Rs. 4,016.20 lakhs (March 31, 2022: Rs. 792.57 lakhs) is secured by exclusive charge by way of mortgage/ hypothecation/ assignment/ security interest/ charge/pledge upon following (both present and future) on:

1 Equitable mortgage on Project land;
2 All present and future current assets, including lease rental receivables, parking rentals, CAM income, security deposit, sales receivable, any income generated pertaining to the project
3 The escrow account alongwith all monies credited/deposited therein
4 The DSRA
5 30% of shares to be pledged by the borrower company (Pharmax Corporation Limited)
6 Corporate guarantee from Max Estates Limited

vii) As per the terms of loan agreements entered by the Group with its lenders, the Group is required to meet certain financial and non-financial covenants such as Debt service coverage ratio, Debt to Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) ratio etc. In case of non-compliance with any of these covenants the non-compliance would be treated as event of default giving lender a right to charge either penal interest or recall the loan or both. During the year, there was no default in meeting any of the covenants.

viii) The Company has taken secured lean loan facility for Rs.14,839.09 Lakhs loan from Aditya Birla Finance Limited.
I) Primary and collateral security:

a) Exclusive charge on by way of equitable mortgage on project land admeasuring 10 acres owned by the borrower situated al Sector 128, Noida for total debt facility amount of wp to Rs. 150 cr (1st Pari- passu to be shared with incoming lender.
b) Corporate Guarantee of Max Ventures & Industries Limited.
c) First charge on DSRA with Aditya Birla Sun Life Mutual Fund.
d) Debt service reserve account (DSRA) - 3 months interest to be created

ii) Repayment terms:-
Loan will be payable in bullet installment on maturity at September 30, 2025

Vehicle loan (secured) :
ix) Vehicle loans amounting to Rs. 30.19 lakhs (March 31, 2022: Rs. 47.80 lakhs) are secured by way of hypothecation of respective vehicles. The loans are repayable in 3 to 5 years. The rate of interest varies between 7.90% p.a. to 10.00% p.a.

Others:
x) **i) Compulsorily Convertible Debentures (Unsecured)**
Terms of series A-CCD

- Unsecured compulsorily convertible debentures having a face value of Rs 10 each.
- Interest - Interest at the rate of 20% per annum, compounded annually, payable as follows -
- Surplus cash flow will be used to pay all accrued but unpaid interest on Series B CCD, calculated from the Closing Date till March 31 of the relevant financial year
- Balance surplus cash flow shall be utilised to pay all accrued but unpaid interest on the Series A CCDs
- Conversion - automatically and mandatorily be converted into Equity Shares in the ratio of 1:1 on Conversion Date
- Conversion date - earlier of, (a) the date when Series B CCDs are being converted; or (b) the date on which the Series A CCDs are required by Law to be mandatorily converted

Terms of Series B - CCD

- Unsecured compulsorily convertible debentures having a face value of Rs. 10 each.
- Interest - Interest at the rate of 20% per annum, compounded annually, payable as follows -
- No interest shall be payable unless the Company has surplus cash flows in the financial year
- Surplus cash flow will be used to pay all accrued but unpaid interest on Series B CCD, calculated from the Closing Date till March 31 of the relevant financial year
- Conversion - automatically and mandatorily be converted into Equity Shares in the ratio of 1:1 on Conversion Date
- Conversion date - earlier of, (a) at any time after three years from the Closing Date; or (b) date of full exit by New York Life Insurance Corporation from the Company; or (c) the date on which the Series B CCDs are required by Law to be mandatorily converted

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Max Estates Limited
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

(Rs. in Lakhs)

		As at March 31, 2023	As at March 31, 2022 (also refer note 46)
14.	**Other non current financial liabilities**		
	Security deposits	3,315.14	2,380.36
	Interest accrued on Compulsorily convertible debentures(refer note 13(xi))	1,192.36	1,190.50
	Deferred liabilities	29.35	-
	Unearned Financial Guarantee Fees	-	25.10
	Deferred Finance Income (Security deposit)	-	147.00
		4,536.85	3,742.96
15.	**Long term provision**		
	Provision for employee benefits		
	Provision for gratuity (refer note 35)	169.33	72.94
		169.33	72.94
16.	**Deferred tax (liabilities)/assets**		
	Deferred tax liabilities		
	Accelerated depreciation for tax purposes	(1,083.41)	(391.19)
	Gross deferred tax liabilities (a)	(1,083.41)	(391.19)
	Deferred tax assets		
	Expenses allowable on payment basis	768.19	-
	Other items giving rise to temporary differences	886.29	43.83
	Unabsorbed depreciation/losses	343.97	-
	Gross deferred tax assets (b)	1,998.45	43.83
	Deferred tax asset/(liabilities) (net)	915.04	(347.36)
	Disclosed as		
	Deferred tax liabilities	(1,083.41)	(391.19)
	Deferred tax asset	1,998.45	43.83
		915.04	(347.36)

		As at March 31, 2023	As at March 31, 2022 (also refer note 46)
17.	**Current financial liabilities**		
	(i) Borrowings		
	Current maturity of long term borrowings	1,098.67	509.68
	Short term borrowings*	6,259.37	2,667.00
		7,358.04	3,176.68

*Short term borrowings includes loan taken in one of the subsidiary companies, which will be repaid during the financial year 2023-24 from the proceeds of residential project and there is no hypotheciation for such borrowings

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(ii) Trade payables

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022 (also refer note 46)
Total outstanding dues of micro enterprises and small enterprises (MSME)	501.79	96.52
Total outstanding dues of creditors other than micro enterprises and small enterprises #	2,201.72	900.96
	2,703.51	997.48

Trade payables include due to related parties. Refer note 39 (b) for amount due to related parties.

Terms and conditions of the above:
Trade payables are non-interest bearing and are normally settled on 0 - 180 day terms

		Outstanding for following periods from due date of payment				
March 31, 2023	**Not due**	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 3 years**	**Total**
MSME	1.15	500.64	-	-	-	501.79
Others	677.70	978.25	207.60	146.70	191.47	2,201.72
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	**678.85**	**1,478.89**	**207.60**	**146.70**	**191.47**	**2,703.51**

		Outstanding for following periods from due date of payment				
March 31, 2022(also refer note 46)	**Not due**	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 3 years**	**Total**
MSME	-	96.52	-	-	-	96.52
Others	-	550.29	158.91	90.13	101.63	900.96
Disputed dues-MSME	-	-	-	-	-	-
Disputed dues-Others	-	-	-	-	-	-
Total	-	**646.81**	**158.91**	**90.13**	**101.63**	**997.48**

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022 (also refer note 46)
(iii) Other current financial liabilities		
Security deposits	123.46	76.15
Capital creditors	761.15	533.02
Interest accrued	534.34	13.34
Deferred liabilities	161.83	-
Deferred Guarantee Income	-	43.56
Deferred Finance Income (Security deposit)	-	96.92
Others	74.46	-
	1,655.24	762.99

18. Other current liabilities		
Advance from customers	18.75	255.71
Deferred finance income	28.84	-
Statutory dues	712.25	378.18
Others	7.57	-
	767.41	633.89
19. Short term provision		
Provision for employee benefits		
- Provision for leave encashment	249.73	113.69
- Provision for gratuity (refer note 35)	1.90	0.75
	251.63	114.44

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20. Revenue from operations

(Rs. in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022#
Revenue from operations		
Revenue from sale of constructed properties, lease income and facility management	9,917.19	6,928.87
Total	9,917.19	6,928.87
Revenue from services		
Income from shared services {refer note 39(a)}	817.01	-
Total	10,734.20	6,928.87

Performance obligation
The performance obligation is satisfied upon completion of the services/ sale of property.

21. Other income

Interest income on		
- on fixed deposits *	563.95	356.25
- on security deposit *	319.88	-
Profit on derecognition of Right of use asset	135.97	-
Gain on mutual fund investments	101.82	4.28
Fair value gain on financial instruments at fair value through profit or loss	13.78	-
Liabilities/provisions no longer required written back	-	30.57
Other non-operating income	-	14.69
Gain on stake sale of investment {refer note 28}	944.14	-
Interest others	149.06	-
Miscellaneous income	165.03	58.81
	2,393.63	464.60

* on financial assets at amortised cost

22. Cost of land, plots, development rights, constructed properties and others

(Rs. in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022#
Inventories at beginning of year	49.93	85.94
Construction Materials	-	14.94
Civil Construction Work	981.33	21.07
Less: inventory at the end of year	15.70	49.93
Cost of land, plots, development rights, constructed properties and others	1,015.55	-

23. Change in inventories of constructed properties

a) Inventories at the end of the year		
Work in progress-		
Real Estate	186.75	1,325.59
	186.75	1,325.59
b) Inventories at the beginning of the year		
Work in progress-		
Real Estate	1,325.59	3,176.54
	1,325.59	3,176.54
Net decrease in inventories of constructed properties (b-a)	1,138.84	1,850.94

\# also refer note 46

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24. Employee benefits expense

(Rs. in Lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 46)
Salaries, wages and bonus	1,230.64	253.23
Contribution to provident and other funds (refer note 35.2)	94.76	34.35
Employee stock option scheme* (refer note 35.1)	103.17	39.57
Gratuity expense (refer note 35)	40.56	12.87
Staff welfare expenses	68.60	7.48
	1,537.73	347.49

*net of amount capitalised in Investment Property under development Rs. 12.65 lakhs (March 31, 2022: Rs. 9.61 Lakhs)

25. Finance costs

Interest expense on Term Loan	4,541.68	2,449.72
Interest on lease liabilities (refer note 4b)	377.56	-
Interest on others	110.08	-
Bank charges	130.12	51.15
	5,159.44	**2,500.87**
Less: Finance cost capitalised (refer note 3a)	(3,297.57)	(883.95)
	1,861.87	1,616.92

26. Depreciation and amortization expense

Depreciation of tangible assets and investment property (refer note 3 and 3a)	1,222.88	1,065.39
Depreciation of right-of-use assets (refer note 4b)	267.57	-
Amortization of intangible assets (refer note 4)	0.37	2.75
	1,490.82	1,068.14

27. Other expenses

Rent	14.73	256.15
Insurance expenses	60.62	35.95
Rates and taxes	187.58	117.56
Repairs and maintenance:		
Building	1,526.46	10.49
Others	258.50	163.77
Facility Management Charges	-	64.94
Travelling and conveyance	133.18	18.83
Communication costs	17.42	2.58
Legal and professional	948.22	483.86
Directors' sitting fees {refer note no 39(a)}	70.32	5.48
Membership & subscription	-	24.52
Printing and stationery	-	0.51
Advertisement and sales promotion	330.13	448.94
Brokerage	77.26	-
Loss on sale of property, plant and equipment (net)	-	0.42
Corporate Social Responsibility (CSR) expenditure (refer note no 40)	39.79	10.07
Miscellaneous expenses	210.61	20.85
	3,874.82	1,664.90

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28 Discontinued Operations

The Board of Directors of the Company, in its meeting dated November 14, 2021, had approved the divestment of remaining 51% shareholding in Max Speciality Films Limited (MSFL), a subsidiary of the Company to Toppan Inc., a 49% strategic partner in MSFL, in two separate tranches at an enterprise value of INR 135,000 lakhs, subject to customary closing conditions, including but not limited to shareholder or other approvals. The shareholder approval for the aforesaid transaction was received on December 16, 2021. Pursuant to this, on February 01, 2022, 41% shareholding representing 17,189,600 shares in MSFL, were transferred by the Company for a total consideration of INR 49,442 lakhs. Hence, MSFL ceased to be a subsidiary of the Company w.e.f. February 01, 2022.

As per the executed agreement, the remaining 10% shareholding representing 4,192,585 shares in MSFL were transferred on March 28, 2023, for an aggregate consideration of INR 13,172.88 lakhs. Since the investment was already carried at fair value, thus, this did not have any significant impact on the profit for the year ended March 31, 2023, except for interest recognized during the year.

(a) The results of discontinued operations for the period/year are presented below:

(Rs. in Lakhs)

	For the period ended March 31, 2023	For the year ended March 31, 2022#
Revenue		
Revenue from operations	-	1,26,984.14
Other Income	-	1,029.34
Total income (I)	-	**1,28,013.48**
Cost of materials consumed	-	83,266.01
Increase/ decrease in inventories of finished goods and work in progress	-	(816.89)
Employee benefits expense	-	3,830.98
Finance Costs	-	2,175.91
Depreciation & amortisation expense	-	3,215.94
Other expenses	-	14,517.31
Total expense (II)	-	**1,06,189.26**
Profit before tax	-	**21,824.22**
Tax expense	-	
Current tax	-	3,840.18
Adjustment of tax relating to earlier periods	-	
Deferred tax charge	-	3,468.15
Total income tax expense	-	**7,308.33**
Profit after tax	-	**14,515.89**

also refer note 46

29 The subsidiaries follow financial year as accounting year. The financial statements of Max Estates 128 Private Limited, Mas Estates Gurgaon Limited and Acreage Builders Private Limited have been consolidated from the date of incorporation/acquisition of these entities till the date of their deconsolidation (as applicable). The below is the summary of principal activities of these entities and proportion of ownership of the Holding Company:

Name of the subsidiary	Principal activities	Country of incorporation	Proportion of ownership as at	
			March 31, 2023	March 31, 2022 (also refer note 46)
Max I. Limited	Making investments in various companies and primarily engaged in growing and nurturing these business investments	India	100%	-
Max Asset Services Limited	Facility management services for commerical real estate	India	100%	-
Max Square Limited	Construction and development of residential and commercial properties	India	51%	51%
Pharmax Corporation Limited	Construction and development of residential and commercial properties	India	100%	85%
Max Towers Private Limited	Construction and development of residential and commercial properties	India	100%	100%
Max Estates 128 Private Limited (w.e.f. June 17, 2022)	Construction and development of residential and commercial properties	India	100%	-
Mas Estates Gurgaon Limited (w.e.f. September 05, 2022)	Construction and development of residential and commercial properties	India	100%	-
Acreage Builders Private Limited (w.e.f. October 27, 2022)	Construction and development of residential and commercial properties	India	100%	-

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30 **Income taxes**

	For the year ended March 31, 2023	For the year ended March 31, 2022#
		(Rs. in Lakhs)
(a) Income tax expense in the statement of profit and loss comprises :		
Current Income Tax		
Current income tax charge	2,050.11	-
Adjustment in respect of current income tax of previous year	4.17	77.82
Deferred Tax		
Relating to origination and reversal of temporary differences	(1,692.78)	275.06
Income tax expense reported in the statement of profit or loss	361.50	352.88

31 **Components of Other comprehensive income (OCI) (Retained earnings)**

Re-measurement (gains)/ losses on defined benefit plans (refer note: 34.0)	0.02	3.93
Income tax related to items recognized in OCI during the year	(0.01)	(0.99)
Income tax related to items recognized in OCI during the year	0.01	2.94

32 **Earnings per share (EPS)**

	For the year ended March 31, 2023	For the year ended March 31, 2022#
Profit after tax (Rs. in Lakhs)	1,901.49	499.89
Weighted average number of equity shares outstanding during the year (Nos.)*	14,70,60,581	7,79,10,000
Basic earnings per share (Rs.)	1.29	1.30
Weighted average number of equity shares outstanding for dilutive earnings per share (Nos)	14,77,96,024	7,79,10,000
Diluted earnings per share (Rs.)	1.29	0.64
Profit/(Loss) for the year		
Equity holders of parent company	1,846.70	492.20
Weighted average number of equity shares outstanding during the year (Nos.)	14,70,60,581	7,79,10,000
Basic earnings per share (Rs.)	1.26	0.64
Weighted average number of equity shares outstanding for dilutive earnings per share (Nos)	14,77,96,024	7,79,10,000
Diluted earnings per share (Rs.)	1.25	0.63
Weighted average number of equity shares outstanding during the year for diluted earnings per share (Nos)		
Weighted average number of equity shares outstanding during the year (Nos.)	14,70,60,581	7,79,10,000
Add: ESOPs	7,35,443	-
	14,77,96,024	7,79,10,000

also refer note 46
*Shares pending issuance have been included in the computation of Basic Earning per share as per guidance given in Ind AS 33 'Earnings per share'.

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33 Income Tax

The major components of income tax expense for the year ended March 31, 2023 and March 31, 2022# are :

Statement of profit and loss :

(Rs. in Lakhs)

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022#**
Current income tax :		
Current tax	2,050.11	-
Adjustment of tax relating to earlier years	4.17	77.82
Deferred tax :		
Relating to origination and reversal of temporary differences	(1,692.78)	275.06
Income tax expense reported in the statement of profit and loss	**361.50**	**352.88**

OCI section :

Deferred tax related to items recognised in OCI during in the year :

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022#**
Net (gain) on remeasurements of defined benefit plans	(0.01)	(0.99)
Income tax effect on cost of hedging reserve	-	-
Tax related to items recognized in OCI during the year	**(0.01)**	**(0.99)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended March 31, 2023 and year ended March 31, 2022#:

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022#**
Accounting profit before tax from continuing operations	2,208.20	845.08
Accounting profit before income tax	**2,208.20**	**845.08**
At India's statutory income tax rate of 25.17%	977.41	212.68
Non-Taxable Income for tax purposes:		
Others	(801.86)	
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	14.49	8.81
Tax relating to earlier years	-	77.82
Others		
Items taxed at different rate	155.35	-
Others	66.72	59.06
Losses of subsidiary not being considered for deferred tax	(50.61)	(5.49)
At the effective income tax rate	**361.50**	**352.88**
Income tax expense reported in the statement of profit and loss	361.50	352.88
Total tax expense	**361.50**	**352.88**

#refer note 46

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Deferred tax relates to the following:

	March 31, 2023	March 31, 2022#
Deferred tax liabilities		
Accelerated depreciation for tax purposes	(1,083.41)	(885.76)
Gross deferred tax liabilities (a)	**(1,083.41)**	**(885.76)**
Deferred tax assets		
Expenses allowable on payment basis	768.19	-
Other items giving rise to temporary differences	886.29	43.83
Unabosorbed depreciation/losses	343.97	494.57
Gross deferred tax assets (b)	**1,998.45**	**538.40**
Deferred tax (liabilities)/asset (net)	**915.04**	**(347.36)**
Disclosed as:		
Deferred tax liabilities	(1,083.41)	(391.19)
Deferred tax asset	1,998.45	43.83
	915.04	**(347.36)**

Reconciliation of deferred tax liabilities (net):

Particulars	March 31, 2023	March 31, 2022#
Opening balance at the beginning of year	347.36	(5.52)
Add Merger Adjustment	1,596.31	-
Tax on equity component of CCD	(1,165.94)	-
Tax expense/(income) during the year recognised in the statement of profit or loss	(1,692.78)	352.88
Tax expense/(income) during the year recognised in OCI	0.01	-
Net balance	**(915.04)**	**347.36**
Closing balance at the end of year	**(915.04)**	**347.36**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

also refer note 46

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34 Commitments and contingencies

A. Contingent liabilities not provided for

(Rs. in Lakhs)

S. No.	Particulars	As at March 31, 2023	As at March 31, 2022#
i.	Bank guarantee {Refer note (a)}	5,000.00	5,000.00
ii.	Uttarakhand VAT case	21.24	21.24

Note:

a. The Group has given a bank guarantee of Rs. 5,000 lakhs issued by HDFC Bank Limited (March 31, 2022: Rs. 5,000 lakhs issued by ICICI Bank Limited) in favour of Piramal Enterperises for bid submitted for Delhi One project.Max Estates Limited, had submitted its resolution plan for resolution of Boulevard Projects Private Limited. The Hon'ble NCLT, New Delhi has approved the said Resolution Plan,for the development of commercial plot admeasuring 34,697 sq mtrs, located in NOIDA under the project name 'Delhi One'. This acquisition has potential to add ~3 million sq. ft. of additional development footprint to the portfolio of Max Estates Limited. The implementation of the Resolution Plan is subject to receipt of requisite approvals from regulatory and statutory authorities.

B Capital and other commitments

a. Capital commitment

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022#
Estimated amount of contracts remaining to be executed on capital account and not provided for*	28,953.51	7,712.12
Less: Capital advances (refer note 7)	(5,456.78)	(643.26)
Net capital commitment for acquisition of capital assets	**23,496.73**	**7,068.86**

b. Other commitment

During the earlier year, the Group had invested Rs.49.92 lakhs (March 31, 2022: Nil) in 0.001% non cumulative compulsory convertible preference shares of Aliferous Technologies Private Limited. The Group has committed to invest further Rs.49.90 lakhs (March 31, 2022: Nil) towards these preference shares.

*Capital commitment includes an amount of INR 17,600 lakhs (March 31, 2022: Nil) , being the remaining amount payable for purchase of 2 land parcels situated in Sector 129, Noida (U.P.), India ("Land Parcels"), which were auctioned by Axis Bank Limited. The acquisition is subject to customary statutory approvals. The cost of acquisition of aforesaid Land Parcels is ~ INR 22,000 lakhs. The Company had paid the amount of INR 4,400 lakhs till March 31, 2023 (March 31, 2022: Nil), which is disclosed under the head capital advances in the consolidated financial statements.

also refer note 46

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35 Gratuity

The Group has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The gratuity plan is governed by the Payment of Gratuity Act, 1972.

Description of risk exposures
Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the Company is exposed to various risks as follows:
i) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

ii) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
iii) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
iv) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability

The following table summarise the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for the respective plans :

	March 31, 2023	March 31, 2022#
a) Reconciliation of opening and closing balances of defined benefit obligation		
Defined benefit obligation at the beginning of the year	73.69	56.99
Merger Agjustment	63.50	-
Less - adjustment on account of stake sale in Max Speciality Films Limited (refer note 28)		-
Interest costs	1.98	3.84
Current service cost	38.58	9.03
Benefit paid	(6.54)	(0.10)
Remeasurement of (gain)/loss in other comprehensive income		
Actuarial changes arising from changes in demographic assumptions		-
Actuarial changes arising from changes in financial assumptions	0.02	3.93
Actuarial changes arising from changes in experience adjustments		-
Defined benefit obligation at year end	171.23	73.69
b) Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at beginning of the year	-	-
Less - adjustment on account of stake sale in Max Speciality Films Limited (refer note 28)	-	-
Fair value of plan assets at year end	-	-
c) Net defined benefit (liability)/ asset recognized in the balance sheet		
Fair value of plan assets	-	-
Present value of defined benefit obligation	(171.23)	(73.69)
Amount recognized in balance sheet - (liability)/ asset	(171.23)	(73.69)
Current	(1.90)	(0.75)
Non current	(169.33)	(72.94)
	(171.23)	(73.69)
d) Other comprehensive income		
Actuarial changes arising from changes in financial assumptions	0.02	3.93
Actuarial changes arising from changes in experience adjustments		-
Capitalised as investment property/cost of goods sold		-
	0.02	3.93
e) Net defined benefit expense (recognized in the statement of profit and loss for the year)		
Current service cost	15.26	5.37
Interest cost on benefit obligation	21.64	7.50
Expected return on plan assets	0.74	-
Capitalised as investment property / cost of goods sold	2.92	-
Net defined benefit expense debited to statement of profit and loss	40.56	12.87

f) **Principal assumptions used in determining defined benefit obligation**

Assumption particulars	As At March 31, 2023	As At March 31, 2022#
Discount rate	7.26%	7.26%
Future Salary Increases	10.00%	10.00%
Mortality Rate (% of IALM 12-14)	100.00%	100.00%

g) **Quantitative sensitivity analysis for significant assumptions is as below:**

Increase / (decrease) on present value of defined benefits obligations at the end of the period/year	March 31, 2023	March 31, 2022#
Discount rate		
Increase by 0.50%	(8.71)	(40.08)
Decrease by 0.50%	9.57	45.09
Salary growth rate		
Increase by 0.50%	7.00	41.06
Decrease by 0.50%	(6.44)	(36.90)

h) **Maturity profile of defined benefit obligation (valued on undiscounted basis)**

	March 31, 2023	March 31, 2022#
Within the next 12 months (next annual reporting period)	2.29	0.60
Between 2 and 5 years	13.40	1.96
Beyond 5 Years	155.54	71.13
Total expected payments	171.23	73.69

also refer note 46

i) The average duration of the defined benefit plan obligation at the end of the reporting period is 7- 21 years (March 31, 2022#: 7 - 21 years)

j) The Group expects to contribute Rs Nil (March 31, 2022: Nil) to the planned assets during the next financial year.

k) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the actuary.

l) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

m) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

n) **Risk Exposure**

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

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35.1 Employee Stock Option Plan

Employee Stock Option Plan – 2006 ("the 2006 Plan"):

The Max Ventures and Industries Limited had constituted an Employee Stock Option Plan - 2016 which had been approved by the Board in the meeting held on 9th August 2016 and by shareholders of Max Ventures and Industries Limited in its annual general meeting held on September 27, 2016.

The details of activity under the scheme are summarized below:

Particulars	**March 31, 2023**		**March 31, 2022#**	
	Number of options	**Weighted Average exercise price (Rs.)**	**Number of options**	**Weighted Average exercise price (Rs.)**
Outstanding at the start of the year	-	-	-	-
Add- Adjustment on account of merger (refer note 37)	8,29,156	17.83	-	-
Outstanding at the start of the year (post merger effect)	8,29,156	17.83	-	-
Option grant during the year	2,97,538	53.87	-	-
Forfeited during the year	75,740	12.90	-	-
Exercised during the year	1,56,978	15.84	-	-
Outstanding at the end	8,93,976	30.59	-	-
Exercisable at the end	88,962	13.99	-	-

For options exercised during the year, the weighted average share price at the exercise date was 15.84 (March 31, 2022: Nil) per share.

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2023 and March 31, 2022 are as follows:

Date of grant	**March 31, 2023**		**March 31, 2022#**	
	Number of options	**Weighted average remaining life in years**	**Number of options**	**Weighted average remaining life in years**
04-06-2020 (Grant Type III)	4,87,528	1.17	-	-
02-07-2021 (Grant Type IV)	96,231	2.17	-	-
02-07-2021 (Grant Type V)	12,679	2.17	-	-
25-07-2022 (Grant Type VI)	2,85,299	3.32	-	-
08-11-2022 (Grant Type VII)	12,239	3.61	-	-

During the year ended March 31, 2023, 1,56,978 (March 31, 2022 - Nil) number of stock options were exercised by the aforesaid option holders. The 2016 Plan provides for grant of stock options aggregating not more than 5% of number of issued equity shares of the Company to eligible employees of the Company. Further, the erstwhile holding company extended the ESOP plan to directors and employees of its subsidiaries by obtaining approval of the shareholders in its annual general meeting held on September 24, 2019. The 2016 Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) subject to minimum par value of shares (Rs. 10/-). The Company has valued Employee Stock Option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

Upon the coming into effect of the Scheme, the Transferee Company shall take necessary steps to formulate stock option schemes by adopting the MVIL ESOP Plan of the Transferor Company. All stock options under the MVIL ESOP Plan which have not been granted as of the Effective Date, shall lapse automatically without any further act, instrument or deed by the Transferor Company, the employee or the Transferee Company and without any approval or acknowledgement of any third party. In respect of the stock options granted by the Transferor Company under the MVIL ESOP Plan to the employees of the Transferor Company who are proposed to be transferred as part of this Scheme to the Transferee Company, which have been granted (whether vested or not) but have not been exercised as on the Record Date ("Eligible Employees"), the Transferee Company shall grant 1 (one) employee stock options of Transferee Company under a new employee stock option scheme created by the Transferee Company in lieu of every 1 (one) stock option (whether vested or unvested) held by such Eligible Employees under the MVIL ESOP Plan in accordance with the Amalgamation Share Entitlement Ratio mentioned in the Scheme (i.e. 1:1) and the existing stock options held by them under the MVIL ESOP Plan shall stand cancelled. The terms and conditions of the new stock option plan of the Transferee Company shall not be less favourable than those provided under the MVIL ESOP Plan.

also refer note 46

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35.2 Provident fund

The Holding Company is participating in a provident fund trust "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max India Limited and its affiliates, which is managed by Max Financial Services Limited. The provident fund trust requires that interest shortfall shall be met by the employer, accordingly it has been considered as a defined benefit plan as per Ind AS-19.

The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952, and shortfall, if any, shall be made good by the Group.

The Actuarial Society of India has issued the final guidance for measurement of provident fund liabilities. The actuary has accordingly provided a valuation for "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max Financial Services Limited and its affiliates based on assumptions provided below.

The details of fund and plan asset position as at March 31, 2023 and March 31, 2022 as per the actuarial valuation of active members are as follows:

		(Rs. in Lakhs)
	March 31, 2023	**March 31, 2022#**
Plan assets at year end at fair value	701.66	-
Present value of defined benefit obligation at year end	697.56	-
Surplus as per actuarial certificate	4.10	-
Shortfall recognized in balance sheet	-	-
Active members as at year end (Nos)	8	-

Assumptions used in determining the present value obligation of the interest rate guarantee under the deterministic approach:

	March 31, 2023	March 31, 2022#
Discount rate	7.20%	-
Yield on existing funds	8.15%	-
Expected guaranteed interest rate	8.15%	-

Contribution to Defined benefit Plan, recognized as expense for the year is as under:

	March 31, 2023	March 31, 2022#
Employer's Contribution towards Provident Fund (PF)	33.52	-
	33.52	-

#refer note 46

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36 The Company has executed a Binding Memorandum of Understanding ('MOU') on February 03, 2023, with New York Life Insurance Company, for investment of Rs. 28,571 90 lakhs in Acreage Builders Private Limited, a wholly owned subsidiary of Max Estates Limited. Max Estates Limited and New York Life Insurance Company shall be 51:49 shareholders in Acreage Builders Private Limited

36 A Max Estates Gurgaon Limited(MEGL), a wholly owned subsidiary of Max Estates Limited, has entered into a Joint Development Agreement for the development of land parcels. MEGL has paid to the land owners a sum of Rs 4900 Lakhs as an interest free refundable security as per JDA.The security deposit is refundable to the company as and when Revenue accrues in the hands of the land owners.

36 B (a) The Company has executed a Share Purchase Agreement on June 04, 2022, for acquisition of 100% equity share capital of Max Estates 128 Private Limited (formerly Accord Hotels and Resorts Private Limited) for a total consideration of INR 30,600 lakhs. The ~10-acre land parcel will be used for the purpose of developing a mixed-use residential community.

(b) The Company has executed a Share Purchase Agreement on September 06, 2022, for acquisition of 100% equity share capital of Acreage Builders Private Limited for a total enterprise value of INR 32,500 lakhs. The reason to acquire Acreage Builders Private Limited is to use its asset i.e. a 6.24 acre land with a license to develop commercial project over an area measuring 7 15 acres, located at Golf Course Extension Road, Gurugram The potential leasable area of the commercial project is ~1.6 million sq. ft.

37 Fair value of financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value:

(Rs. in Lakhs)

Category	Carrying value		Fair value	
	March 31, 2023	March 31, 2022#	March 31, 2023	March 31, 2022#
Financial asset at amortized cost				
Non-Current				
Financial assets (refer note no 5(iii))	1,001.35	10.26	1,001.35	10.26
Current				
Other-current financial assets (refer note no 9(v))	4,665.46	1,268.01	4,665.46	1,268 01
Financial asset measured at fair value				
Non-Current				
Investments (refer note no 5(i))	5,363 17	-	5,363 17	-
Current				
Current investments (refer note nn 9(i))	10,596.36	1,274.28	10,596.36	1,274.28
Financial liabilities at amortized cost				
Non-Current borrowings (refer note 13)	75,081.26	28,335.38	75,081.26	28,335.38
Current borrowings (refer note 17(i))	7,358 04	3,176.68	7,358.04	3,176.68

The Group's management assessed that trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors and other current financial assets and liabilities are considered to be the same as their fair values due to their short term nature.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale The following methods and assumptions were used to estimate the fair values:
Long-term fixed-rate borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
The fair value of loan taken, other non current financial assets and other non current financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable inputs in the model, of which the significant observable inputs are market rate of interest which is 9-11% approximately. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.
The fair value of investment in unquoted equity shares/ debt instruments and preference shares have been estimated using a discounted cash flow model The valuation requires the management to make certain assumptions about the model inputs, including growth rate , discount rate etc. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted investments
The Group has investment in quoted mutual funds being valued at quoted market price in active markets.
The fair values of the Group's interest-bearing borrowings are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period The own non-performance risk as at March 31, 2023 was assessed to be insignificant.

Fair value hierarchy
The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2. other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly
Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2023

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Other non-current financial assets (refer note no 5(iii))	1,001.35	-	-	1,001.35
Other-current financial assets (refer note no 9(v))	4,665.46	-	-	4,665.46
Non-Current investments (refer note no 5(i))	5,363.17	-	-	5,363.17
Current investments (refer note no 9(i))	10,596.36	10,596.36	-	-

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2022#

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2022#	Fair value		
		Level 1	Level 2	Level 3
Other non-current financial assets (refer note no 5(iii))	10.26	-	-	10.26
Other-current financial assets (refer note no 9(v))	1,268.01	-	-	1,268.01
Current investments (refer note no 9(i))	1,274.28	1,274.28	-	-

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2023

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Non-Current borrowings including current maturities (refer note 13)	75,081.26	-	-	75,081.26
Current borrowings (refer note 17(i))	7,358.04	-	-	7,358.04

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2022#

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2022#	Fair value		
		Level 1	Level 2	Level 3
Non-Current borrowings including current maturities (refer note 13)	28,335.38	-	-	28,335.38
Current borrowings (refer note 17(i))	3,176.68	-	-	3,176.68

Reconciliation of fair value measurement of investment in unquoted equity shares/debentures/preference shares/venture capital fund measured at FVTPL: (Level III)

Particulars	(Rs. In Lakhs)
As at April 1, 2021	-
Purchase	-
Sales	-
As at March 31, 2022#	-
Add: Merger adjustment	17,136.64
Purchase	448.92
Sales	(7.43)
Sales of remaining stake in MSFL (Refer Note 28)	(12,214.97)
As at March 31, 2023	5,363.16

The significant unobservable inputs used in the fair value measurement categorised with Level 3 of the fair value hierarchy together with quantitative sensitivity analysis as on March 31, 2023 and March 31, 2022.

Description of significant unobservable inputs to valuation:

Particulars	Valuation technique	Significant unobservable inputs	Increase/decrease in rate	March 31, 2023	March 31, 2022#
Unquoted preference shares and equity shares of Azure Hospitality Private Limited	DCF	Discount rate	1%	Increase in Discount rate by 1% leads to profit lower by Rs. 644.44 lakhs and decrease in discount rate by 1% leads to profit higher by Rs. 712.45 lakhs	Increase in Discount rate by 1% leads to profit lower by Rs. 644.44 lakhs and decrease in discount rate by 1% leads to profit higher by Rs. 712.45 lakhs
Unquoted preference shares and equity shares of Azure Hospitality Private Limited	DCF	Discount rate	1%	Increase in Discount rate by 1% leads to profit lower by Rs. 644.44 lakhs and decrease in discount rate by 1% leads to profit higher by Rs. 712.45 lakhs	Increase in Discount rate by 1% leads to profit lower by Rs. 644.44 lakhs and decrease in discount rate by 1% leads to profit higher by Rs. 712.45 lakhs

The IAN Fund is a fund holding units in seed and early stage start-up companies and many of the such companies has recently started operations and Investment in Smart Joules Private Limited and Aliferous Technologies Private Limited has not undergone and significant change. The change in the valuation by 1% does not have material impact on the Group, hence not presented above separately.

also refer note 46

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38 **Financial risk management objectives and policies**

The Group has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. Financial risk management is carried out by Finance department under policies approved by the Board of Directors from time to time. The Finance department, evaluates and hedges financial risks in close co-operation with the various stakeholders. The Board of Directors approves written principles for overall financial risk management, as well as written policies covering specific areas, such as credit risk, use of derivative financial instruments and non-derivative financial instruments.

The Group is exposed to market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Group, duly supported by various Groups and Committees.

a) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Group while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Senior management of the Group.

The table below represents the maturity profile of Group's financial liabilities at the end of March 31, 2023 and March 31, 2022 based on contractual undiscounted payments:

(Rs. in Lakhs)

	0-1 Years	1-5 Years	More than 5 Years	Total
March 31, 2022#				
Interest bearing borrowings	3,176.68	28,335.38	-	31,512.06
Trade payable	997.48	-	-	997.48
Other financial liabilities	762.99	-	-	762.99
March 31, 2023				
Interest bearing borrowings	7,358.04	75,081.26	-	82,439.30
Trade payable	2,703.51	-	-	2,703.51
Other financial liabilities	1,655.24	-	-	1,655.24

Interest bearing borrowings
Excludes interest cash outflow as borrowings are on floating rate of interest.

Reconciliation of interest bearing borrowings (Rs. in Lakhs)

	Note no	As at March 31, 2023	As at March 31, 2022#
(i) Non-Current borrowings	13	75,065.32	28,319.44
(ii) Short-term borrowings	17 (i)	7,358.04	3,176.68
(iii) Current maturity of long term borrowings	17 (i)	7,358.04	3,176.68
Processing fees adjusted from borrowings		15.94	15.94
		89,797.35	34,688.73

Reconciliation of other financial liability

	Note no	As at March 31, 2023	As at March 31, 2022#
Other financial liabilities	17 (i)	1,655.24	762.99
		1,655.24	762.99

b) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables), including deposits with banks, foreign exchange transactions and other financial assets.

(i) Trade receivables

Customer credit risk is managed subject to the Group's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management team assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Outstanding customer receivables are regularly monitored . An impairment analysis is performed at each reporting date on group\category basis. The calculation is based on historical data and available facts as on date of evaluation. Trade receivables comprise a widespread customer base. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in across and industries and operate in largely independent markets.

(ii) Financial instruments and cash deposit

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Group.

The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023, March 31, 2022 is the carrying amounts as illustrated in note 5 and 9.

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31, 2023 and March 31, 2022. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2023, and March 31, 2022.

also refer note 46

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38A Disclosure pursuant to amendment to Ind AS 7 (Statement of Cash flows)

(Rs. in Lakhs)

Particulars	Opening balance April 1, 2022	Cash flows		Non-cash transactions			Closing balance
		Proceeds	Repayment	Processing cost	New leases	Merger Adjustment	March 31, 2023
Term loans from banks	24,364.08	81,449.29	(38,960.63)	(807.31)	-	1,256.32	67,301.75
Vehicle loans	31.34	21.17	-	-	-	(22.32)	30.19
Short term borrowings	3,176.68	6,856.75	-	(8.39)	-	(2,667.00)	7,358.04
Current lease liabilities	-	103.26	-	-	-	133.40	236.66
Non-current lease liabilities	-	783.00	-	-	-	2,705.11	3,488.11
Total liabilities from financing activities	**27,572.10**	**89,213.47**	**(38,960.63)**	**(815.70)**	**-**	**1,405.52**	**78,414.75**

(Rs. in Lakhs)

Particulars	Opening balance April 1, 2021	Cash flows		Non-cash transactions			Closing balance
		Proceeds	Repayment	Processing cost	New leases	Merger Adjustment	March 31, 2022#
Term loans from banks	14,979.25	12,181.54	2,796.71	-	-	-	24,364.08
Vehicle loans	38.68	-	7.34	-	-	-	31.34
Short term borrowings	2,284.04	892.64	-	-	-	-	3,176.68
Current lease liabilities	-	-	-	-	-	-	-
Non-current lease liabilities	-	-	-	-	-	-	-
Total liabilities from financing activities	**17,301.97**	**13,074.18**	**2,804.05**	**-**	**-**	**-**	**27,572.10**

also refer note 46

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39 Related party disclosures

Key management personnel	Mr. Dinesh Kumar Mittal (Director) Mr. Sahil Vachani (Managing Director) Mr. Nitin Kumar Kansal (Chief Financial Officer)
Other Non-Executive/ Independent Directors	Mr. Analjit Singh (Director) Mr. Rishi Raj Mr. Ankit Jain Ms. Kiran Sharma Mr. Niten Malhan
Relatives of Key Management personnel	Ms. Piya Singh (Daughter of Mr.Analjit Singh - Director)
Entities controlled or jointly controlled by person or entities where person has significantly influence	Piveta Estates Private Limited Siva Realty Ventures Private Limited Max Life Insurance Company Limited Antara Senior Living Limted Antara Purukul Senior Living Limited Max India Limited Max India Foundation Max Financial Services Limited Max I Limited* Max Ventures and Industries Limited* Max Asset Services Limited* Riga Foods LLP M/s Analjit Singh (HUF) Trophy Estates Private Limited Max Ateev Limited New York Life Insurance Company RV Legal Topline Electronics Private Limited Delhi Guest House Private Limited Max Ventures Investment Holding Private Limited SKA Diagnostics Private Limited Vanavastra Private Limited Max One Distribution And Services Limited Max Skill First Limited Max Learning Ventures Limited Routes 2 Roots Antara Care Homes Limited
Employee benefit Trust	Max Financial Services Limited Employees' Provident Fund Trust Max Speciality Films Limited Employees Group Superannuation Trust

*till March 31, 2022

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39 (a) Details of transactions and balance outstanding with related parties

(Rs. in Lakhs)

S.No	Nature of transaction	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 46)
1	Reimbursement of expenses (Paid to)	New Delhi House Services Limited	5.56	-
		Max Life Insurance Company Limited	10.33	-
		Antara Senior Living Limited	8.85	-
		RIGA Foods LLP	17.13	-
		Max Asset Services Limited	-	32.99
		RV Legal	1.50	-
		Nitin Kumar	0.13	-
		Kiran Sharma	1.20	-
		Total	**44.70**	**32.99**
2	Income from shared services	Antara Senior Living Limited	-	125.85
		Max India Limited	50.00	-
		Total	**50.00**	**125.85**
3	Insurance expense	Max Life Insurance Company Limited	-	21.33
		Total	**-**	**21.33**
4	Rent expense (Paid to)	Delhi Guest House Private Limited	60.00	-
		SKA Diagnostics Private Limited	37.44	-
		Max Life Insurance Company Limited	447.48	256.10
		Total	**544.92**	**256.10**
5	Expenditure on corporate social responsibility	Max India Foundation	20.00	-
		Total	**20.00**	-
6	Contribution to employee benefit trust	Max Financial Services Limited Employees' Provident Fund Trust	65.38	-
		Total	**65.38**	-
7	Key managerial remuneration - Short term employement benefits	Sahil Vachani	153.09	-
		Nitin Kumar Kansal	76.94	-
		Ankit Jain	34.09	-
		Total	**264.12**	-
8	Key managerial remuneration - Post employement benefits*	Sahil Vachani	7.88	-
		Nitin Kumar Kansal	5.04	-
		Ankit Jain	1.49	-
		Total	**14.41**	-
9	Directors' sitting fees paid to Directors of Holding Company	Analjit Singh	6.00	-
		K.N Murthy	11.00	-
		D.K Mittal	19.00	-
		Gauri Padmanabhan	14.00	-
		Kiran Sharma	0.45	-
		Niten Malhan	17.00	-
		Total	**67.45**	-
10	Repair & Maintenance	Delhi Guest House Private Limited	17.95	-
		New Delhi House Services Limited	44.35	-
		Total	**180.20**	-
11	CCD interest Paid	New York Life Insurance Company	766.92	686.19
		Total	**766.92**	**686.19**
12	Security deposit (received)	Routes 2 Roots	-	0.40
		Max Asset Services Limited	-	0.90
		Max Learning Ventures Private Limited	-	23.87
		Antara Senior Living Limited	7.87	-
		Max Financial Services Limited	5.03	-
		Max India Limited	17.58	-
		Total	**30.48**	**25.17**
13	Security deposit (given)	Max Life Insurance Company Limited	76.41	-
		Total	**76.41**	-
14	Revenue from Auditorium Rental and Food Charges	Antara Senior Living Limited	8.07	-
		Max Financial Services Limited	0.34	-
		Max India Limited	0.34	-
		Max Learning Ventures Limited	0.26	-
		Max Speciality Films Limited	0.25	-
		Total	**9.26**	-
15	Revenue from Extra Hours Operation Charges	Antara Senior Living Limited	0.45	-
		Max India Limited	0.26	-
		Max Learning Ventures Limited	0.10	-
		Total	**0.81**	-
16	Management Fee	Analjit Singh	225.00	
		Total	**225.00**	-
17	Revenue from Lease Rent	Antara Care Homes Limited	0.66	-
		Antara Senior Living Limited	1.32	-
		Max Ateev Limited	0.20	-
		Max Learning Ventures Limited	0.24	-
		Max Skill First Limited	0.66	-
		Siva Realty Ventures Private Limited	66.00	-
		Total	**69.08**	-
18	Revenue from Maintenance Charges	Antara Senior Living Limited	29.74	-
		Max Financial Services Limited	22.59	-
		Max India Limited	31.49	-
		Max Life Insurance Company Limited	6.23	-
		Routes 2 Roots	4.54	-
		Total	**94.59**	-
19	Revenue from Rental	Topline Electronics Private Limited	42.23	-
		Antara Senior Living Limited	5.20	-
		RIGA Foods LLP	21.50	-
		Routes 2 Roots	23.57	-
		Total	**92.50**	-

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39 (a) Details of transactions and balance outstanding with related parties

(Rs. in Lakhs)

S.No	Nature of transaction	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 46)
20	Revenue from DG Charges	Antara Senior Living Limited	0.43	-
		Max Financial Services Limited	0.40	-
		Max India Limited	1.54	-
		Max Learning Ventures Limited	0.17	-
		Routes 2 Roots	0.18	-
		Total	**2.72**	-
21	Revenue from Electricity Charges	Antara Senior Living Limited	6.48	-
		Max Financial Services Limited	4.94	-
		Max India Limited	4.94	-
		Max Learning Ventures Limited	3.26	-
		Routes 2 Roots	2.78	-
		Total	**22.40**	-
22	Revenue from Miscellaneous Charges	Antara Senior Living Limited	0.37	-
		Max India Limited	0.01	-
		Max Learning Ventures Limited	0.01	-
		Riga Foods LLP	0.55	-
		Routes 2 Roots	0.02	-
		Total	**0.96**	-
23	Revenue from Other Charges	Max Learning Ventures Limited	58.90	-
		Vanavastra Private Limited	-	8.97
		Routes 2 Roots	1.17	1.08
		Total	**60.07**	**10.05**
24	Issue of Compulsory Convertible Debentures	New York Life Insurance Company	5,390.47	-
		Total	**5,390.47**	-
25	Reimbursement of expenses (Paid to)	Max Ventures and Industries Limited	-	127.85
		Max Life Insurance Co. Limited	-	2.43
		Antara Purukul Senior Living Limited	-	0.10
		Max Towers Private Limited	-	2.33
		New Delhi House Services Limited	-	3.98
		Mr Saket Gupta	-	0.01
		RIGA Foods LLP	-	0.32
		Mr. Rishiraj	-	0.99
		Mr. Nitin Kumar	-	0.01
		Total	-	**138.03**
26	Shared Services charges (paid to)	Max Ventures and Industries Limited	-	389.91
		Total	-	**389.91**
27	Performace Guarentee Received	Max Asset Services Limited	-	86.68
		Total	-	**86.68**
28	Rent received	Max Asset Services Limited	-	78.43
		Antara Senior Living Limted	-	5.20
		Routes to roots	-	20.75
		Max Ateev Limited	-	0.22
		Antara Senior Living Limited	-	1.44
		Max Skill First Limited	-	0.72
		Max Learning Ventures	-	0.72
		Antara Care Homes Limited	-	0.72
		Max Asset Services Limited	-	77.50
		Siva Realty Ventures Private Limited	-	0.08
		RIGA Foods LLP	-	0.90
		Total	-	**186.68**
29	Revenue from Covid Vaccination Charges	Max Ventures and Industries Limited	-	0.29
		Max Ventures Private Limited	-	0.03
		Routes to Roots	-	0.43
		Max India Limited	-	0.13
		Max Life Insurance Company Limited	-	5.92
		Azure Hospitality Private Limited	-	2.23
		Antara Senior Living Limted	-	0.67
		Antara Assisted Care Services Limited	-	0.51
		Max Financials Services Limited	-	0.20
		Max India Foundation	-	1.79
		Max Skill First Limited	-	0.05
		New Delhi House Services Limited	-	1.49
		Piveta Estates Private Limited	-	0.04
		Max Speciality Films Limited	-	0.09
		Max Asset Services Limited	-	1.82
		Sahil Vachani	-	0.62
		Max Bupa Health Insurance Company Limited	-	0.66
		Total	-	**16.97**
30	Loan repayment	Max Ventures and Industries Limited	-	1,685.00
		Total	-	**1,685.00**
31	Corporate Social Responsibility	Max India Foundation	-	10.07
		Total	-	**10.07**
32	Brokerage Income	Trophy Estates Private Limited	-	50.11
		Mr Analjit Singh	-	58.48
		Analjit Singh HUF	-	10.15
		Total	-	**118.74**
33	Project Management Consultancy (rendered to)	Max India Limited	-	20.00
		Total	-	**20.00**
34	Guarantee Fees	Max Ventures and Industries Limited	-	26.61
		Total	-	**26.61**
35	Loan taken	Max Ventures and Industries Limited	-	1,092.00
		Total	-	**1,092.00**
36	Interest on Unsecured Loan (Paid to)	Max Ventures and Industries Limited	-	268.65
		Total	-	**268.65**
37	Issue of Equity Share Capital	New York Life Insurance Company	5,390.47	-
		Total	**5,390.47**	-

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39 (b) Balances outstanding at the year end

(Rs. in Lakhs)

S.No	Nature of transaction	Particulars	As at March 31, 2023	As at March 31, 2022 (also refer note 46)
1	Statutory dues payable	Max Financial Services Limited Employees' Provident Fund Trust	4.95	-
		Total	**4.95**	**-**
2	Trade Receivables	Max Ventures Private Limited	3.19	-
		Piveta Estates Private Limited	6.29	-
		Antara Senior Living Limited	2.27	-
		Max One Distribution and Services Limited	0.03	-
		Max Skill First Limited	0.28	-
		Siva Realty Ventures Private Limited	0.09	-
		RIGA Foods LLP	3.53	-
		Routes 2 Roots	2.34	1.93
		Max Ventures Investment Holdings Private Limited	23.20	-
		Max One Distribution And Services Limited	-	0.03
		Max Towers Private Limited	-	18.19
		The Unstuffy Hotel Co Limited	-	13.02
		Antara Senior Living Limted	-	1.95
		Max Skill First Limited	-	0.34
		Max Learning Ventures Limited	-	3.01
		Max India Limited	-	23.60
		Trophy Estates Private Limited	-	45.24
		Analjit Singh HUF	-	9.17
		Siva Realty Ventures (P) Ltd.	-	0.09
		Mr. Analjit Singh	-	52.80
		Max Learning Ventures Limited	20.06	-
		Total	**61.28**	**169.39**
3	Other Receivables	Piveta Estates Private Limited	2.83	-
		Max Life Insurance Company Limited	1.70	-
		Antara Care Homes Limited	0.69	-
		Antara Senior Living Limited	0.57	-
		Rishiraj	2.50	-
		Max Learning Ventures Limited	0.28	-
		Max Ventures Private Limited	5.46	-
		Max Square Limited	-	16.82
		Antara Purukul Senior Living Limited	0.36	-
		Siva Realty Ventures Private Limited	0.07	-
		Total	**14.46**	**16.82**
4	Advance to party	Max India Foundation	5.00	39.93
		SKA Diagnostics Private Limited	0.25	1.12
		Total	**5.25**	**41.05**
5	Security deposit made	SKA Diagnostics Private Limited	15.00	12.50
		Max Life Insurance Company Limited	244.30	167.89
		Delhi Guest House Private Limited	9.38	15.00
		Total	**268.67**	**195.39**
6	Security deposit (receivable)	Antara Senior Living Limited	7.87	-
		Vanavastra Private Limited	18.11	10.59
		Routes 2 Roots	5.40	3.94
		Topline Electronics Private Limited	10.56	-
		Max Ventures Investment Holdings Private Limited	1.58	-
		Max India Limited	7.87	-
		Max Financial Services Limited	5.03	-
		Max Learning Ventures Limited	23.87	-
		Total	**80.29**	**14.53**
7	Trade payables	Max India Limited	60.50	-
		Max Skill First Limited	0.25	-
		Vana Enterprises Limited	1.91	-
		Max Financial Services Limited	34.83	-
		Antara Senior Living Limited	2.08	-
		Antara Purukul Senior Living Limited	-	0.36
		Max Asset Services Limited	-	20.02
		Antara Assisted Care Services Ltd	-	0.13
		New Delhi House Services Ltd.	-	0.48
		Max Life Insurance Company Limited	-	91.78
		Vana Retreats Pvt. Ltd.	-	1.91
		Max Skill First Limited	-	0.18
		Max Learning Ventures Limited	2.27	-
		Gauri Padmanabhan	1.80	-
		RIGA Foods LLP	0.64	-
		Routes 2 Roots	0.90	-
		Total	**105.18**	**114.86**
8	Compulsorily convertible debentures	New York Life Insurance Company	5,116.97	3,430.96
		Total	**5,116.97**	**3,430.96**
9	Equity Share Capital Issued	New York Life Insurance Company	539.05	3,430.96
		Total	**539.05**	**3,430.96**
10	Loan Receivables	Max Towers Private Limited	-	187.55
		Pharmax Corporation Limited	-	3,159.22
		Total	**-**	**3,346.77**
11	Guarantee Fees	Max Ventures and Industries Limited		144.29
		Total	**-**	**144.29**
12	Security Deposit (Received)	Max Asset Services Limited	-	414.38
		Routes 2 roots	-	4.38
		Max Learning Ventures Private Limited	-	23.87
		Total	**-**	**442.63**
13	Loan outstanding	Max Ventures and Industries Limited	-	2,667.00
		Total	**-**	**2,667.00**
14	Compulsorily convertible debentures	Max Ventures and Industries Limited	-	57,164.00
		Total	**-**	**57,164.00**
15	Interest accrued but not due on CCD	New York Life Insurance Company	1,848.35	1,190.50
		Total	**1,848.35**	**1,190.50**

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40 Expenditure on corporate social responsibility activities :

As per section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been framed by the Group. The areas for CSR activities are promoting preventive health care, promoting education, promoting gender equality and empowering women, ensuring environment sustainability and protection of flora and fauna, training to promote rural sports and rural development projects.

Amount required to be spent during the year Rs. 39.79 lakhs (March 31, 2022#: Rs 10.02 lakhs)

(Rs. in Lakhs)

Sr. No.	Particulars	For the year ended March 31, 2023			For the year ended March 31, 2022#		
		In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
i)	Construction/acquisition of any asset	-	-	-	-	-	-
ii)	On purposes other than (i) above :						
	a) Promoting education	-	-	-	-	-	-
	b) Ensuring environment sustainability and protection of flora and fauna	-	-	-	-	-	-
	c) Health care services	-	-	-	-	-	-
	d) Rural development projects	-	-	-	-	-	-
	e) Training to promote rural sports	-	-	-	-	-	-
	f) Promoting gender equality and empowering women	-	-	-	-	-	-
	g) Contribution to skill development programms	-	-	-	-	-	-
	h) Others	39.79	-	39.79	10.07	-	10.07
	Total	**39.79**	**-**	**39.79**	**10.07**	**-**	**10.07**

There are no ongoing projects as at March 31, 2023 and March 31, 2022#
also refer note 46

Max Estates Limited
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

41 **Segment reporting**

For management purposes, based on the guiding principles given in IND AS 108 on "Operating Segments" the Group's business segments include real estate and allied businesses . During the current period, the Chief Operating Decision Maker (CODM) of the Company has re-assessed the business segments, whereby Real Estate, Facility Management and Business Investments have been combined as "Real Estate & Others". This was primarily driven by the fact that all these three segments were related to Real estate activities.

The Management reviews the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Also, the Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

PARTICULARS	Year ended	
	31.03.2023	31.03.2022 #
	Audited	Unaudited
A. Segment Revenue		
Real Estate & Others	10,734.20	6,928.87
Revenue	**10,734.20**	**6,928.87**
B. Segment Results		
Profit before finance cost and tax from each segment		
Real Estate & Others	4,070.07	2,462.00
Total	**4,070.07**	**2,462.00**
Less: adjustments:		
Finance cost	1,861.87	1,616.92
Profit before tax	**2,208.20**	**845.08**
C. Segment Assets		
Real Estate & Others	2,20,571.72	1,01,700.80
Total	**2,20,571.72**	**1,01,700.80**
Unallocated assets	1998.45	837.16
Total	**2,22,570.17**	**1,02,537.96**
D. Segment Liabilities (including borrowings)		
Real Estate & Others	96,248.04	37,836.77
Total	**96,248.04**	**37,836.77**
Unallocated liabilities (excluding Non-controlling interest)	1,083.41	391.19
Total	**97,331.45**	**38,227.96**

Adjustments and eliminations

Finance income and costs, and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a Group basis. Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis. Capital expenditure consists of additions of property, plant and equipment, intangible assets and investment properties including assets from the acquisition of subsidiaries.

The following table shows the distribution of the Group's consolidated revenue by geographical market, regardless of where the goods were produced.

Gross Revenue **(Rs. in Lakhs)**

	For year ended March 31, 2023	For year ended March 31, 2022#
i. within India	10,734.20	6,928.87
ii. Outside India	-	-
	10,734.20	6,928.87

The revenue from external customers does not include revenue from any one customer which is equal to 10% or more of entity's revenue.

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Trade receivables **(Rs. in Lakhs)**

	As at March 31, 2023	As at March 31, 2022#
i. within India	1,546.67	257.09
ii. Outside India	-	-
Total Trade receivables (Gross)	**1,546.67**	**257.09**
Less: Provision for doubtful receivables	-	-
Trade receivables	**1,546.67**	**257.09**

The Group has common property, plant and equipment (PPE) for manufacturing goods for domestic market and overseas market. Hence, separate figures for PPE/additions to PPE cannot be furnished.
b) Non-current assets other than investments, tax assets, net defined benefit assets (relating to post-employment benefit plans), and rights arising under insurance contracts:

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022#
i. within India	1,51,046.68	91,690.39
ii. outside India	-	-
	1,51,046.68	91,690.39

also refer note 46

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42 Material partly owned subsidiaries

All the subsidiaries are incorporated in India The financial information of subsidiaries that have material non-controlling interests as at March 31, 2023 is provided below

a) Proportion of equity interest held by non-controlling interests:

	Max Square Limited		Pharmax Corporation Limited	
Particulars	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**
Proportion of equity interest held by non-controlling interests	49.00%	49.00%	-	14.83%

b) Information regarding non-controlling interest **(Rs. in Lakhs)**

	Max Square Limited		Pharmax Corporation Limited		Total	
Particulars	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**
Accumulated balances of non-controlling interest	4,266.94	1,210.15	-	2,213.12	4,266.94	3,423.27
Total Comprehensive income allocated to non-controlling interest	(54.79)	(7.73)	-	0.04	(54.79)	(7.70)

The summarised financial information of the subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit and loss for the year ended March 31, 2023 and March 31,2022#: **(Rs. in Lakhs)**

	Max Square Limited		Pharmax Corporation Limited		Total	
Particulars	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**
Revenue (including other incomes)	-	-	-	367.39	-	367.39
Total expenses	111.80	33.04	-	319.06	111.80	352.09
Profit before tax	(111.80)	**(33.04)**	-	**48.33**	**(111.80)**	**15.29**
Less: Tax expense	-	-	-	-	-	-
Profit for the year	**(111.80)**	**(33.04)**	-	**48.33**	**(111.80)**	**15.29**
Add/(Less): Other Comprehensive Income/loss	-	-	-	-	-	-
Total comprehensive income	**(111.80)**	**(33.04)**	-	**48.33**	**(111.80)**	**15.29**
Attributable to non-controlling interests	(54.79)	(7.69)	-	0.04	(54.79)	(7.65)
Dividends paid to non-controlling interests	-	-	-	-	-	-

Summarised balance sheet as at March 31, 2023 and March 31, 2022# **(Rs. in Lakhs)**

	Max Square Limited		Pharmax Corporation Limited		Total	
Particulars	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**
Current assets, including cash and cash equivalents	1,439.18	727.64	-	2,047.01	1,439.18	2,774.64
Non-current assets	47,523.61	29,394.72	-	4,911.52	47,523.61	34,306.23
Current liabilities, including tax payable	807.67	699.26	-	3,402.80	807.67	4,102.06
Non-current liabilities, including deferred tax liabilities	33,890 74	22,400.43	-	1,342.61	33,890.74	23,743.04
Total equity	**14,264.40**	**7,022.67**	-	**2,213.12**	**14,264.40**	**9,235.78**
Attributable to:	-					
Equity holders of parent	9,997.46	3,581.56	-	328.21	9,997.46	3,909.76
Non-controlling interest	4,266.94	1,538.36	-	1,884.91	4,266.94	3,423.27

Summarised cash flow information as at March 31, 2023 and March 31, 2022# **(Rs. in Lakhs)**

	Max Square Limited		Pharmax Corporation Limited		Total	
Particulars	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**	**March 31, 2023**	**March 31, 2022#**
Operating	(2,286.22)	1,533.07	-	(56.95)	(2,286.22)	1,476.12
Investing	(11,962 75)	(11,468 47)	-	(2,725 39)	(11,962.75)	(14,193.86)
Financing	1,036.76	9,919 36	-	2,813 36	1,036.76	12,732 73
Net increase in cash and cash equivalents	1,003.67	(16.04)	-	31.02	1,003.67	14 98

During the year, the subsidiary company Pharmax Corporation Limited has reduced its capital and paid back the money to non-controlling interest shareholders.

also refer note 46

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43 Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital attributable to the equity shareholders of the Group, securities premium and all other equity reserves. The primary objective of the Group's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 30% to 60%. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, other bank balances.

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022#
Borrowings	82,439.30	31,512.06
Other financial liabilities	6,192.09	4,505.95
Trade payables	2,703.51	997.48
Less: Cash and Cash equivalents	1,762.70	272.20
Other bank balances	3,375.66	4,576.66
Net debt	**86,196.54**	**32,166.63**
Equity share capital	-	7,791.00
Other equity	1,06,410.14	53,095.73
Non-controlling interest	4,266.94	3,423.27
Total equity	**1,10,677.08**	**64,310.00**
Total capital and net debt	**1,96,873.62**	**96,476.63**
Gearing ratio	43.78%	33.34%

also refer note 46

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Max Estates Limited
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

44 Additional disclosures:

As at and for the year ended March 31, 2023:

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income		Share in total income	
	As % of consolidated net assets	(Rs. in Lakhs)	As % of consolidated profit/(loss)	(Rs. in Lakhs)	As % of consolidated other comprehensive income	(Rs. in Lakhs)	As % of consolidated total comprehensive income	(Rs. in Lakhs)	As % of total income	(Rs. in Lakhs)
Parent										
Max Estates Limited	183.55%	2,30,155.66	168.34%	3,109.09	100.00%	0.01	168.36%	3,109.10	5,166.49	39.36%
Subsidiary										
Max I. Limited	1.69%	2,118.04	(3.48%)	(64.22)	0.00%	-	-3.48%	(64.22)	17.77	0.14%
Max Square Limited	11.38%	14,264.40	(6.05%)	(111.81)	0.00%	-	-6.05%	(111.81)	-	0.00%
Pharmax Corporation Limited	1.28%	1,610.89	16.09%	297.17	0.00%	-	16.09%	297.17	754.34	5.75%
Max Asset Services Limited	2.06%	2,582.79	5.10%	94.20	0.00%	-	5.10%	94.20	3,794.57	28.90%
Max Towers Private Limited	8.09%	10,149.81	16.81%	310.41	0.00%	-	16.81%	310.41	3,591.68	27.36%
Max Estates 128 Private Limited (w.e.f. June 17, 2022)	0.67%	834.84	(7.50%)	(138.43)	0.00%	-	-7.50%	(138.43)	-	0.00%
Mas Estates Gurgaon Limited (w.e.f. September 05, 2022)	0.01%	9.94	0.00%	-	0.00%	-	0.00%	-	-	0.00%
Acreage Builders Private Limited (w.e.f. October 27, 2022)	16.26%	20,385.80	(0.20%)	(3.78)	0.00%	-	-0.20%	(3.78)	-	0.00%
Non controlling interests in all subsidiaries	3.40%	4,266.94	0.00%	-	0.00%	-	0.00%	-	-	0.00%
Eliminations	(128.40%)	(1,60,991.68)	(89.13%)	(1,645.93)	0.00%	-	-89.13%	(1,645.93)	(197.02)	(1.50%)
	100.00%	1,25,387.44	100.00%	1,846.70	100.00%	0.01	100.00%	1,846.71	13,127.83	100.00%

As at and for the year ended March 31, 2022#:

Name of the entity in the Group	Net Assets i.e. total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income		Share in total income	
	As % of consolidated net assets	(Rs. in Lakhs)	As % of consolidated profit/(loss)	(Rs. in Lakhs)	As % of consolidated other comprehensive income	(Rs. in Lakhs)	As % of consolidated total comprehensive income	(Rs. in Lakhs)	As % of total income	(Rs. in Lakhs)
Parent										
Max Estates Limited	94.08%	60,504.83	108.64%	534.73	100.00%	2.94	108.59%	537.67	4,947.71	66.92%
Subsidiary										
Max Square Limited	10.90%	7,009.42	(6.71%)	(33.05)	0.00%	-	(6.67%)	(33.05)	-	0.00%
Pharmax Corporation Limited	3.44%	2,215.36	10.27%	50.57	0.00%	-	10.21%	50.57	375.61	5.08%
Max Towers Private Limited	53.34%	34,305.48	143.24%	705.04	0.00%	-	142.39%	705.04	3,161.21	42.76%
								-		
Non controlling interests in all subsidiaries	5.32%	3,423.27	(1.56%)	(7.69)	0.00%	-	(1.55%)	(7.69)	-	0.00%
Eliminations	(67.09%)	(43,148.36)	(153.88%)	(757.40)	0.00%	-	(152.97%)	(757.40)	(3,539.38)	(47.87%)
	100.00%	64,310.00	100.00%	492.20	100.00%	2.94	100.00%	495.14	7,393.47	100.00%

45 The Composite Scheme of Amalgamation and Arrangement ('Scheme') amongst Max Ventures and Industries Limited ('Transferor Company') and Max Estates Limited ('Company' or 'Transferee Company') and their respective shareholders and Creditors was filed during the year under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order dated July 03, 2023 approved the aforesaid Scheme As per the Scheme, the merger of Transferor Company into Company has been accounted with effect from April 01, 2022 ('Appointed Date') to comply with the accounting treatment prescribed in the Scheme, which is in compliance with the MCA general circular no. 09/2019 dated August 21, 2019.

Being a common control business combination, Ind AS 103 Business Combinations requires the Company to account for business combination from the combination date (i.e., the date on which control has been transferred) or the earliest date presented in the financial statements, whichever is later

Therefore, the comparative financial information for previous year ended March 31, 2022 has not been restated since the scheme of merger approved by the NCLT prevails over the applicable accounting requirements

Upon the coming into effect of this Scheme and in consideration of the transfer, 1 (one) equity shares of the face value of INR 10 each fully paid-up of the Company are required to be issued against every 1 (one) equity shares of INR 10 each fully paid-up held by the shareholders of the transferor company. Consequent to this, the Company shall issue 146,946,000 equity shares of INR 10 each fully paid-up for 146,946,000 equity shares of INR 10 each fully paid-up of the transferor company.

These shares have been disclosed as 'Share capital pending issuance' as at March 31, 2023 and as at April 01, 2022
also refer note 46

46 Till the previous year ended March 31, 2022, the Company has not prepared and presented the Consolidated Financial Statements for the year ended March 31, 2022. since the Company availed the exemption prescribed under Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 as amended. However, consequent to the merger as described in note 45, the Company has become holding Company of the group and accordingly has prepared its consolidated financial statements for the first time for the year ended March 31, 2023. To comply with the requirement of comparative information as per applicable accounting standards/ Schedule III to the Companies Act, 2013, the Company has prepared and presented the comporative information for the year ended March 31, 2022 in these financial statements which have been approved by the Board of Directors but these were not subjected to audit. Also refer to aforesaid note 45, which describes that comparative information of March 31, 2022 have not been restated while giving effect to the merger

46.1 Subsequent to the year end, one of the subsidiary company Max Estates 128 Private Limited (MEL 128) has achieved pre-formal launch sales of ~ INR 180,000 lakhs for its first luxury residential project, Estate 128.

S. R. BATLIBOI & CO. LLP * NEW DELHI *

47 Other statutory information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group does not have any transactions with companies that are struck off.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Group has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The borrowings obtained by the Group from banks and financial institutions have been applied for the purposes for which such loans were was taken.

(ix) The title deeds of all the immovable properties (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Group.

(x) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(xi) The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(xii) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year except as mentioned in Note 45.

(xiii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

S. R. BATLIBOI & CO. LLP NEW DELHI

Place : Gurugram
Date 18/8/23

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)
Place : Noida
Date:

Abhishek Mishra
(Company Secretary)

S.R. BATLIBOI & CO. LLP
Chartered Accountants

67, Institutional Area
Sector 44, Gurugram - 122003
Haryana, India

Tel: +91 124 681 6000

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Max Estates Limited

Opinion

We have audited the accompanying Interim Standalone Financial Statements of Max Estates Limited ("the Company"), which comprise the interim purpose standalone Balance Sheet as at June 30, 2023, and the interim standalone Statement of Profit and Loss, including other comprehensive income, interim standalone Cash Flow Statement and the interim standalone Statement of Changes in Equity for the three-month period then ended, and notes to the interim standalone financial statements, including a summary of significant accounting policies and other explanatory information. These Interim standalone Financial Statements are prepared by the Company solely for the purpose to facilitate the listing of equity shares of the Company pursuant to SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, governing "(i)Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules,1957".

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid interim standalone financial statements give a true and fair view in conformity with the accounting principle generally accepted in India including the Indian Accounting Standard (Ind AS) 34 specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

(a) in the case of the interim standalone Balance Sheet, of the state of affairs of the Company as at June 30, 2023;

(b) in the case of the interim standalone Statement of Profit and Loss including other comprehensive income, of the profit for the three-month period ended on that date;

(c) in the case of the interim standalone Cash Flow Statement, of the cash flows for the three-month period ended on that date; and

(d) in the case of the interim standalone Statement of Changes in Equity, of the changes in equity for the three-month period ended on that date.

Basis for Opinion

We conducted our audit of the interim standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Interim Standalone 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the interim standalone financial statements.

S.R. BATLIBOI & CO. LLP * GURUGRAM *

Management's Responsibility for the Interim Standalone Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these interim standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone cash flows and standalone changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors is also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the interim standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the interim standalone financial statements, Board of Directors is responsible for assessing the ability of the Company's 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 Responsibilities for the Audit of the Interim Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the interim standalone 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 interim standalone 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 interim standalone 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

S.R. BATLIBOI & CO. LLP
GURUGRAM

- 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 interim standalone financial statements, including the disclosures, and whether the interim standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Other matters

The comparative financial information for the three months period ended June 2022 included in these Interim Standalone Financial Statements have not been subjected to audit but have been approved by the board of Directors of the Company.

Other matters - restriction of use

The accompanying interim purpose standalone financial statements is for the limited purpose to facilitate the listing of equity shares of the Company, pursuant to SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, governing "(i)Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules,1957" and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent to the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our audit work, for this report, or for the opinions we have formed.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S.R. BATLIBOI & CO. LLP GURUGRAM

per Pravin Tulsyan
Partner
Membership Number:108044
UDIN: 23108044BGYZKN1132
Place of Signature: Gurugram
Date: October 19, 2023

Max Estates Limited
Standalone Balance sheet as at June 30, 2023
(All amounts in lakhs unless otherwise stated)

	Notes	As at June 30, 2023	As at March 31, 2023 (Rs. In Lakhs)
ASSETS			
Non-current assets			
Property, plant and equipment	3	595.48	566.40
Investment Property	3.1	7,175.13	7,041.94
Right to use asset	4	1,270.81	1,317.55
Other Intangible assets	4.1	381.38	333.03
Financial assets			
(i) Investment	5	90,170.07	1,00,508.73
(ii) Other bank balances	6	290.31	335.35
(ii) Other financial assets	7	4,983.01	4,582.58
Other non current assets	8	14.62	24.37
Non-current tax asset	8.1	758.79	771.72
Deferred tax assets	8.2	866.61	205.07
		1,06,506.21	**1,15,686.74**
Current assets			
Inventories	9	190.34	195.10
Financial assets	10		
(i) Investment	10(i)	16,311.61	10,414.78
(ii) Trade receivables	10(ii)	314.66	394.02
(iii) Cash and cash equivalents	10(iii)	119.61	155.61
(iv) Bank balances other than (ii) above	10(iv)	1,285.92	1,389.79
(v) Loans	10(v)	17,444.71	17,375.14
(vi) Other financial assets	10(vi)	3,116.29	604.81
Other current assets	11	640.72	872.08
		39,423.86	**31,401.33**
TOTAL ASSETS		**1,45,930.07**	**1,47,088.07**
EQUITY AND LIABILITIES			
Equity			
Equity share capital		-	-
Share capital pending issuance	12(i)	14,713.45	14,710.35
Other equity	12(ii)	1,09,830.53	1,08,650.84
Total equity		**1,24,543.98**	**1,23,361.19**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	13	9,606.25	9,731.84
(ii) Lease liabilities	14	3,431.82	3,488.51
(ii) Other non current financial liabilities	15	1,549.41	1,440.75
Long term provisions	16	66.71	119.21
		14,654.19	**14,780.31**
Current liabilities			
Financial liabilities	17		
(i) Borrowings	17(i)	5,256.10	7,071.22
(ii) Lease liabilities	17 (ii)	244.39	236.66
(iii) Trade payables	17 (iii)		
(a) Total outstanding dues of micro enterprises and small enterprises		41.11	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		707.22	977.21
(iv) Other current financial liabilities	17(iv)	185.08	265.90
Other current liabilities	18	164.04	198.31
Short term provisions	19	133.56	197.27
		6,731.50	**8,946.57**
TOTAL LIABILITIES		**21,385.69**	**23,726.88**
TOTAL EQUITY AND LIABILITIES		**1,45,930.07**	**1,47,088.07**
Summary of accounting policies	2		
Other notes on accounts	3-44		

As per our report of even date attached
The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

S.R. Batliboi & Co. LLP Gurugram

Place: Gurugram
Date: October 19, 2023

For and on behalf of the Board of Directors of Max Estates Limited

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

Max Estates Limited
Standalone Statement of Profit and Loss for the three months period ended June 30, 2023
(All amounts in lakhs unless otherwise stated)

(Rs. in Lakhs)

	Notes	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
INCOME			
Revenue from operations	20	685.01	1,230.87
Other income	21	1,206.62	894.89
Total income		1,891.63	2,125.76
EXPENSES			
Cost of land, plots, development rights, constructed properties and others	22.1	-	-
Change in inventories of constructed properties	22.2	-	395.27
Employee benefits expense	23	404.62	477.91
Finance costs	24	333.46	160.07
Depreciation and amortization expense	25	112.96	134.02
Other expenses	26	522.80	501.64
Total expenses		1,373.84	1,668.91
Profit/(Loss) before tax		**517.79**	**456.85**
Tax expenses			
- Current tax	29	42.40	20.00
- Deferred tax	29	(665.62)	46.51
Total tax expense		**(623.22)**	**66.51**
Profit/(Loss) after tax		**1,141.01**	**390.34**
Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:			
Re-measurement losses on defined benefit plans	27	16.18	3.93
Income tax effect		(4.07)	(0.75)
Other comprehensive income/(loss) for the period		**12.11**	**3.18**
Total comprehensive income/(loss) for the period		**1,153.12**	**393.52**
Earnings per equity share (Nominal Value of share Rs.10/-) (refer note 28)	28		
Basic (Rs.)		0.78	0.27
Diluted (Rs.)		0.78	0.27
Summary of accounting policies	2		
Other notes on accounts	3-44		

The accompanying notes are integral part of the financial statements
as per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

Place: Gurugram
Date: October 19, 2023

S.R. Batliboi & Co. LLP Gurugram

For and on behalf of the Board of Directors of Max Estates Limited

Sahil Vachani
(Managign Director & Chief Executive Officer)
DIN: 00761695

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

Max Estates Limited
Standalone Statement of Changes in Equity for the three months period ended June 30, 2023

a) Equity share capital

Particulars	Nos.	(Rs. in Lakhs)
Shares of Rs. 10/- each, issued, subscribed and fully paid		
As at March 31, 2022	77,91,00,000	77,910.00
Less: Merger effect	(77,91,00,000)	(77,910.00)
As at March 31, 2022	-	-
As at March 31, 2023		
Add: Shares issued under Employee stock option scheme	30,918	3.09
Less: Merger effect	(30,918)	(3.09)
As at June 30, 2023	-	-

b) Other equity

(Rs. in Lakhs)

Particulars	Other equity								
	Capital reserve	Securities premium	Employee stock options outstanding	Equity component on guarantee	Retained earnings	Remeasurement loss on defined benefit plan	Total other equity	Shares pending issue	Total
As at March 31, 2022	-	-	65.64	157.43	(4,580.80)	(5.86)	(4,363.59)	-	(4,363.58)
Merger Effect	13,042.52	50,086.75	94.24	(157.43)	46,560.18	-	1,09,626.26	14,694.66	1,24,320.92
As at March 31, 2022 (post perger)	13,042.52	50,086.75	159.88	-	41,979.38	(5.86)	1,05,262.67	14,694.66	1,19,957.34
Profit for the year					390.34		390.34		390.34
Issue of share capital		6.84					6.84	11.11	17.95
Other comprehensive income for the year						3.21	3.21		3.21
Expiry of share option under Employee stock option plan			(23.20)		23.20		-		-
Employee stock option scheme given			16.22				16.22		16.22
As at June 30, 2022	13,042.52	50,093.59	152.90	-	42,392.92	(2.65)	1,05,679.28	14,705.77	1,20,385.06

Particulars	Other equity								
	Capital reserve	Securities premium	Employee stock options outstanding	Equity component on guarantee	Retained earnings	Remeasurement loss on defined benefit plan	Total other equity	Shares pending issue	Total
As at March 31, 2022	-		65.64	157.43	(4,580.80)	(5.86)	(4,363.59)	-	(4,363.58)
Merger Effect	13,042.52	50,086.75	94.24	(157.43)	46,560.18	-	1,09,626.26	14,694.66	1,24,320.92
As at March 31, 2022 (post perger)	13,042.52	50,086.75	159.88	-	41,979.38	(5.86)	1,05,262.67	14,694.66	1,19,957.34
Profit for the year					3,275.45		3,275.45		3,275.45
Issue of share capital		9.16					9.16	15.70	24.86
Other comprehensive income for the year						0.01	0.01		0.01
Equity portion of CCD					5.48		5.48		5.48
Expiry of share option under Employee stock option plan			(28.83)		28.83		-		-
Employee stock option scheme given			98.05				98.05		98.05
As at March 31, 2023	13,042.52	50,095.91	229.10	-	45,289.14	(5.85)	1,08,650.82	14,710.36	1,23,361.19
Profit for the period					1,141.00		1,141.00		1,141.00
Issue of share capital		5.00					5.00	3.09	8.09
Other comprehensive income for the period						12.11	12.11		12.11
Employee stock option scheme given			21.59				21.59		21.59
As at June 30, 2023	13,042.52	50,100.91	250.69	-	46,430.14	6.26	1,09,830.52	14,713.45	1,24,543.98

Summary of accounting policies	2
Other notes to accounts	3-44

As per our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

Place : Gurugram
Date: October 19, 2023

S.R. Batliboi & Co. LLP
Gurugram

For and on behalf of the Board of Directors of Max Estates Limited

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

Max Estates Limited
Standalone Statement of cash flows for three months period ended June 30, 2023

(Rs. in Lakhs)

	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
Cash flow from operating activities		
Profit/(Loss) before tax	**517.79**	**456.85**
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of property, plant and equipment	112.96	134.02
Employee stock option scheme expenses	14.67	23.20
Fair value gain on financial instruments at fair value through profit or loss	(276.46)	(226.13)
Interest income	(851.45)	(602.64)
Guarantee fee income	(18.34)	(13.43)
Profit on sale or fair valuaiton of current investment	(60.37)	(36.79)
Finance costs (including fair value change in financial instruments)	333.46	160.07
Operating profit/(loss) before working capital changes	**(227.74)**	**(104.85)**
Working capital adjustments:		
Increase/ (decrease) in trade payables	(228.88)	(536.64)
Increase/ (decrease) in other current and non current financial liability	58.10	125.77
Increase/ (decrease) in provisions	(73.74)	8.73
Increase/ (decrease) in other current and non-current liabilities	(34.27)	(114.05)
Decrease / (increase) in trade receivables	79.36	(45.17)
Decrease / (increase) in inventories	4.76	387.55
Decrease / (increase) in other current and non current assets	231.36	335.74
Decrease / (increase) in current and non current financial assets	(2,402.46)	79.33
Cash generated from operations	**(2,593.51)**	**136.41**
Income tax (paid)/ refund (net)	(29.06)	22.50
Net cash flows from/(used) in operating activities	**(2,622.57)**	**158.91**
Cash flow from investing activities		
Purchase of property, plant and equipment (including intangible assets, CWIP and capital advances)	(111.87)	(15.88)
Investment in Investment property	(164.05)	-
Loan to related parties	(69.57)	(1,371.10)
Investment in Subsidiary company	(4,152.11)	(31,363.65)
Sale of non-current investments	14,490.64	2,175.54
Sale of Mutual Funds	8,665.00	-
Investment in Mutual Fund	(14,224.76)	-
Interest received	331.35	470.29
Net movement in Fixed Deposit	148.91	29,979.02
Net cash flows from/(used) in investing activities	**4,913.54**	**(125.78)**
Cash flow from financing activities		
Proceeds from issuance of equity share capital including security premium, net of expenses incurred for shares issued	8.09	22.84
Interest paid	(243.41)	(25.47)
Lease liability paid	(150.94)	(106.15)
Repayment from of long-term borrowings	(128.59)	(44.05)
Proceeds from long-term borrowings	10.28	-
Repayment from of short-term borrowings	(1,822.40)	-
Net cash flows used in financing activities	**(2,326.97)**	**(152.83)**
Net increase/(decrease) in cash and cash equivalents	(36.00)	(119.70)
Add: Merger effect	-	153.65
Cash and cash equivalents at the beginning of the year	155.61	56.05
Cash and cash equivalents at year ended	**119.61**	**90.00**

S.R. Batliboi & Co. LLP Gurugram

Components of cash and cash equivalents :-

	As at June 30, 2023	As at June 30, 2022
Balances with banks:		
On current accounts	117.48	89.63
Deposits with remaining maturity for less than 3 months	-	-
Cash on hand	2.13	0.37
	119.61	**90.00**

Summary of accounting policies	2
Other notes on accounts	3-44

The accompanying notes are integral part of the financial statements

as per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

Place : Gurugram
Date: October 19, 2023

S.R. Batliboi & Co. LLP Gurugram

For and on behalf of the Board of Directors of Max Estates Limited

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

Max Estates Limited
Notes forming part of the Standalone financial statements for the period ended June 30, 2023

1. Corporate Information

Max Estates Limited (the Company) is a Company registered under Companies Act, 2013 and incorporated on March 22, 2016. The Company is engaged in the business of real estate development. Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab – 144533

During the current period, the Company has completed the merger of Max Ventures and Industries Limited ('Transferor Company') (appointed date April 01, 2022) pursuant to the scheme of merger filed under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order dated July 03, 2023, approved the aforesaid Scheme.

The standalone Ind AS financial statements were authorised for issue in accordance with a resolution by the Board of directors of the Company on October 19, 2023.

2. Accounting policies

2A Basis of preparation

These Interim Standalone Financial Statements are prepared by the Company for the purpose to facilitate the listing of equity shares of the Company pursuant to SEBI Master Circular - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, governing "(i)Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules,1957".

This note provides a list of summary of accounting policies adopted in the preparation of these Interim Standalone Financial Statements.

These standalone Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013 (Ind AS Compliant Schedule III), as applicable to these separate standalone Ind AS financial statements.

The standalone Ind AS financial statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The standalone Ind AS financial statements are presented in INR and all values are rounded to nearest Lakhs (INR 00,000) except when otherwise indicated.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

2B Summary of accounting policies

a. 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:

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a) Expected to be realized or intended to be sold or consumed in normal operating cycle;
b) Held primarily for the purpose of trading;
c) Expected to be realized within twelve months after the reporting period; or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
a) It is expected to be settled in normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is due to settled within twelve months after the reporting period; or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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 realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Business Combinations

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Company. Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. The pooling of interest method is considered to involve the following:

(i) The assets and liabilities of the combining entities are reflected at their carrying amounts.
(ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.
(iii) The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.
(iv) The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.

c. Property, Plant and Equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of GST credit availed wherever applicable. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise,

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when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.
The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.
Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on pro rata basis on straight-line method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

Assets	**Useful lives estimated by the management (years)**
Furniture and fixtures	10 Years
Office equipment	5 Years
Computers	6 Years
Vehicles	8 Years

Leasehold improvements are amortised over the period of lease.

d. Investment Property

Recognition and initial measurement:
Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are measured initially at their cost of acquisition including transaction costs The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Property held under lease is classified as investment property when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. 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 Group All other repair and maintenance costs are recognised in statement of profit and loss as incurred The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives All other repair and maintenance costs are recognised in profit or loss as incurred.

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Depreciation on investment properties is provided on the straight-line method, over the useful lives of the assets are as follows:

Asset category'	**Estimated life**
Buildings and related equipment	15 to 60
Plant & Machinery & other equipment	6 to 10

Estimated useful life of Leasehold land is over the period of lease

Though the Company measures investment property using cost-based measurement, the fair value of investment properly is disclosed in the notes Fair values are determined based on an annual evaluation performed by the company applying a valuation model acceptable.

De-recognition
Investment properties are de-recognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of de-recognition.

Depreciation on investment property has been provided on straight line method over the useful life of assets Useful life of assets are as under

Building and related equipments	15 to 60 years
Plant & machinery, furniture & fixtures and other equipments	6 to 10 years

e. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed-off.

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Intangible assets with finite useful life are amortized on a straight-line basis over their estimated useful life of 3-6 years.

f. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

g. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

The Company classified its financial assets in the following measurement categories: -

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- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets (other than equity in subsidiaries) are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Equity investment in subsidiaries are recognised at cost. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset. The difference between the transaction amount and amortised cost in case of interest free loan to subsidiaries based on expected repayment period is considered as deemed investment.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

a) Debt instruments at amortized cost
b) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

(i) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to released its fair value change), and

(ii) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the company estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at Fair value through profit and loss

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Equity investments of other entities

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All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Investment in Compound Financial Instruments issued by subsidiaries
Company considers issuance of Zero Coupon Non-Convertible Debentures by subsidiary as compound instrument comprising a loan with market terms and a capital injection and hence treat the difference between the cash paid and fair value on initial recognition as an addition to the investment in the subsidiary and presented separately as 'Equity component of Zero Coupon Non-Convertible Debentures under 'Non-Current Investments'. Equity Component is not subsequently remeasured.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

  a) the Company has transferred the rights to receive cash flows from the financial assets or
  b) the Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through agreement, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure.

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- Financial assets measured at amortised cost; e.g. Loans, Security deposits, trade receivable, bank balance, other financial assets etc;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);
- Financial guarantee contracts are which are not measured at fair value through profit or loss (FVTPL)

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for estimates. At every reporting date, the historical observed default rates are updated and changes in the estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-months ECL.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the its operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

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Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost (Loans and borrowings)

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

h. Investment in subsidiaries

The investment in subsidiaries are carried at cost as per IND AS 27. Investment carried at cost is tested for impairment as per IND AS 36. An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee.

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On disposal of investment, the difference between it carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Revenue is recognised over time if either of the following conditions is met:

a. Buyers take all the benefits of the property as real estate company construct the property.

b. Buyers obtain physical possession of the property.

c. The property unit to be delivered is specified in the contract and real estate entity does not have an alternative use of the unit, the buyer does not have the discretion to terminate the contract and the entity has right to payment for work completed to date Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

In case none of these conditions is met, revenue would be recognised at a point in time when the control of the property is passed on to the customer.

Revenue from shared services
Revenue is recognised over period of time in respect of shares services on an accrual basis, in accordance with the terms of the respective contract as and when the Company satisfies performance obligations by delivering the services as per contractually agreed terms.

Revenue from project management consultancy / secondment
Revenue from project management consultancy / secondment is recognized as per the terms of the agreement on the basis of services rendered

Gain on sale of investments
On disposal of an investment, the difference between the carrying amount and net disposal proceeds is recognised to the profit and loss statement.

Interest and direct expenditure attributable to specific projects are capitalized in the cost of project, other interest and indirect costs are treated as 'Period Cost' and charged to Profit & Loss account in the period in which it is incurred.

All other incomes and expenditures are accounted for on accrual basis.

j. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

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Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

k. Borrowing costs

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Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset is substantially ready for their intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

l. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (d) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the

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lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a sub lessor

The Company is intermediate lessor as it subleases an asset leased from another lessor (the 'head lessor'). The Company classifies the sublease as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. That is, the Company treats the right-of-use asset as the underlying asset in the sublease, not the underlying asset that it leases from the head lessor. At the commencement date of the sublease, if the Company cannot readily determine the interest rate implicit in the sublease, then it uses the discount rate that it uses for the head lease to account for the sublease, adjusted for any initial direct costs associated with the sublease. However, if the head lease is a short-term lease for which the company, as a lessee, has elected the short-term lease exemption, then the company classifies the sublease as an operating lease.

m. Provision and contingent liabilities

Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value (except where time value of money is material) and are determined based on the best estimate required to settle the obligation at the reporting date when discounting is used, the increase in provision due to passage of time is recognised as finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

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n. Retirement and other employee benefits

Provident fund

The Company contributed to employee's provident fund benefits through a trust "Max Financial Services Limited Provident Fund Trust" managed by Max Financial Services Limited (erstwhile Max India Limited) whereby amounts determined at a fixed percentage of basic salaries of the employees are deposited to the trust every month. The benefit vests upon commencement of the employment. The interest rate payable by the trust to the beneficiaries every year is notified by the government and the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company has obtained actuarial valuation to determine the shortfall, if any, as at the Balance Sheet date.

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets).

The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

a) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.
b) Net interest expenses or income

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the yearend. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period 12 months, the same is presented as non-current liability.

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Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service up to the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

Long term incentive plan

The Company has a long-term incentive plan for certain employees. The Company recognises benefit payable to employee as an expenditure, when an employee renders the related service on actual basis.

o. Share-based payments

Employees of the Company receive remuneration in the form of share-based payment transaction, whereby employees render services as a consideration for equity instruments (equity- settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

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The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value at the grant date using a binomial model. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognized in employee benefits expense.

p. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

q. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equities shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of shares outstanding during the year adjusted for the effects of all potential equity shares.

r. Foreign currencies

Items included in the standalone Ind AS financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The Company's standalone Ind AS financial statements are presented in Indian rupee ('Rs.') which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss

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arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

s. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
a) In the principal market for the asset or liability, or
b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient date are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the restated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring and non-recurring fair value measurement measured at fair value.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.
- Disclosures for valuation methods, significant estimates and assumptions (note 36)

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- Quantitative disclosures of fair value measurement hierarchy (note 36)
- Financial instruments (including those carried at amortised cost) (note 36)

2C Accounting judgements, estimates and assumptions

The preparation of the Company's standalone Ind AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.
Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Capital management Note 42
- Financial risk management objectives and policies Note 37

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone Ind AS financial statements.

(a) Determining the lease term of contracts with renewal and termination options - Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset)

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality

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rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 32.0

(b) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Company use Net asset value for valuation of investment in mutual fund. Refer note 36B related to fair valuation disclosures

(c) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. the Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

(e) Share based payments

The Company initially measures the cost of cash settled transactions with employees using a binomial model to determine the fair value of the liability incurred. Estimating fair value for share based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For cash settled share-based payment transactions, the liability needs to be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognized in the profit or loss. This requires a reassessment

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of the estimates used at the end of each reporting period. The assumptions and models used for estimating fair value for share based payment transactions are disclosed in note 35

2.4 RECENT ACCOUNTING PRONOUNCEMENTS:

A. Amended standards adopted by the company

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments does not have any material impact on the standalone financial statements as there is no change in accounting estimates and changes in accounting policies and the correction of errors.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The company has given accounting policies disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101.

The amendments does not have any material impact on the financial statements.

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3. Property, plant and equipment (PPE)

	Office equipment	Furniture and fixture	Motor vehicles *	Computers and data processing units	Leashold Improvement	Total
At cost						
As at March 31, 2022	**2.26**	**1.02**	**131.26**	**33.14**	-	**167.68**
Add: adjustments on account of merger (refer note 40)	9.57	72.47	174.55	65.79	392.01	714.39
As at April 1, 2022 (post merger effect)	**11.83**	**73.49**	**305.81**	**98.93**	**392.01**	**882.07**
Additions	0.62			3.82		4.43
Disposals						-
As at June 30, 2022	**12.45**	**73.49**	**305.81**	**102.75**	**392.01**	**886.50**
As at March 31, 2022	**2.26**	**1.02**	**131.26**	**33.14**	-	**167.68**
Add: adjustments on account of merger (refer note 40)	9.57	72.47	174.55	65.79	392.01	714.39
As at April 1, 2022 (post merger effect)	**11.83**	**73.49**	**305.81**	**98.93**	**392.01**	**882.07**
Additions	23.35	63.54	42.39	48.77	200.91	378.96
Disposals	6.08	67.20	-	38.07	383.66	495.01
As at March 31, 2023	**29.10**	**69.83**	**348.20**	**109.63**	**209.26**	**766.02**
Additions	**0.14**		**53.24**			53.38
Disposals						-
As at June 30, 2023	**29.24**	**69.83**	**401.44**	**109.63**	**209.26**	**819.40**
						-
Accumulated Depreciation						-
As at March 31, 2022	**1.93**	**0.38**	**37.87**	**12.59**	-	**52.77**
Add: adjustments on account of merger (refer note 40)	6.56	20.84	41.50	39.54	96.51	204.95
As at April 1, 2022 (post merger effect)	**8.49**	**21.22**	**79.37**	**52.13**	**96.51**	**257.72**
Depreciation for the period	0.42	1.74	9.31	4.75	8.25	24.47
Disposals for the period						-
As at June 30, 2022	**8.91**	**22.96**	**88.68**	**56.88**	**104.76**	**282.19**
As at March 31, 2022	**1.93**	**0.38**	**37.87**	**12.59**	-	**52.76**
Add: adjustments on account of merger (refer note 40)	6.56	20.84	41.50	39.54	96.51	204.95
As at April 1, 2022 (post merger effect)	**8.49**	**21.22**	**79.37**	**52.13**	**96.51**	**257.72**
Additions	3.84	10.07	37.53	24.65	39.84	115.93
Disposals	4.22	25.29	-	24.02	120.49	174.02
As at March 31, 2023	**8.11**	**6.00**	**116.90**	**52.76**	**15.86**	**199.63**
Depreciation for the period	1.91	1.65	11.76	4.83	4.14	24.29
Disposals for the period	-	-	-	-	-	-
As at June 30, 2023	**10.02**	**7.65**	**128.66**	**57.59**	**20.00**	**223.92**
						-
Net carrying amount						-
As at June 30, 2023	**19.22**	**62.18**	**272.78**	**52.05**	**189.26**	**595.48**
As at March 31, 2023	**20.99**	**63.83**	**231.30**	**56.88**	**193.40**	**566.40**
As at June 30, 2022	**3.54**	**50.53**	**217.12**	**45.87**	**287.25**	**604.31**
As at March 31, 2022	**3.33**	**52.27**	**226.44**	**46.81**	**295.50**	**624.35**

Refer note 13 for charge created against property, plant and equipment.
* also refer note 40

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

3.1. Investment property

(Rs in Lacs)

	Investment Property	Investment Property under development
As at March 31, 2022	**7,619.10**	-
Add: adjustments on account of merger (refer note 40)	(406.37)	-
As at April 1, 2022 (post merger effect)	**7,212.73**	-
Additions	11.81	-
Disposals/capitalised	-	-
As at June 30, 2022	**7,224.54**	-
As at March 31, 2022	**7,619.10**	-
Add: adjustments on account of merger (refer note 40)	(406.37)	
As at April 1, 2022 (post merger effect)	**7,212.73**	
Additions/ adjustments	119.97	-
Disposals/ adjustments	-	-
As at March 31, 2023	**7,332.70**	-
Additions/ adjustments	-	164.05
Disposals/ adjustments	-	-
As at June 30, 2023	**7,332.70**	**164.05**
Depreciation		
As at March 31, 2022	**167.64**	-
Depreciation charge for the period	30.80	-
Disposals/ adjustments	-	-
As at June 30, 2022	**198.44**	-
As at March 31, 2022	**167.64**	-
Depreciation charge for the period	123.12	
Disposals/ adjustments	-	-
As at March 31, 2023	**290.76**	-
Depreciation charge for the period	30.86	-
Disposals/ adjustments	-	-
As at June 30, 2023	**321.62**	-
Net carrying amount		
As at June 30, 2023	**7,011.08**	**164.05**
As at March 31, 2023	**7,041.94**	-
As at June 30, 2022	**7,026.10**	-
As at March 31, 2022	**7,451.46**	-

Notes:

(i) Contractual obligations
Refer note 30 for disclosure of contractual commitments for the acquisition of investment properties.

(ii) Capitalised borrowing cost
During the 3 months period ended company has capitalised Rs.Nil (Previous Year - Nil) investemnet property under development for the 3 months period ended.

(iii) Amount recognised in profit and loss for investment properties	Jun-23	Jun-22
Rental income	174.22	191.15
Less: Direct operating expenses generating rental income	47.99	15.85
Profit from leasing of investment properties	126.23	175.30
Less: depreciation expense	31.89	31.83
Profit from leasing of investment properties after depreciation	94.34	143.47

(iv) Fair value
Fair value hierarchy and valuation technique
The fair value of investment property has been determined by the company internally, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value has been arrived using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental of 15% on every 3 years, vacancy rate of 3% and discount rate of 12.00%.

Reconciliation of fair value:	(Rs in Lacs)
Opening balance as at 1 April 2022 (post merger effect)	Rs.8500 to 10000 lacs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at 30 June 2022	Rs.8500 to 10000 lacs
Opening balance as at 1 April 2022	Rs.8500 to 10000 lacs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at 31 March 2023	Rs.8500 to 10000 lacs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at 30 June 2023	Rs.8500 to 10000 lacs

Valuation models applied for valuation:
Discounted cash flow method - net present value is determined based on projected cash flows discounted at an appropriate rate

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

4.1. Intangible assets

(Rs in Lacs)

	Computer software	Total
At cost		
As at March 31, 2022	**17.85**	**17.85**
Add Merger Effect	-	-
As at April 01, 2022 (Post Merger Effect)	**17.85**	**17.85**
Additions	-	-
Disposals	-	-
As at June 30, 2022	**17.85**	**17.85**
As at March 31, 2022	**17.85**	**17.85**
Add Merger Effect	-	-
As at April 01, 2022 (Post Merger Effect)	**17.85**	**17.85**
Additions	337.07	337.07
Disposals	-	-
As at March 31, 2023	**354.92**	**354.92**
Add Merger Effect	-	-
As at April 01, 2022 (Post Merger Effect)	**354.92**	**354.92**
Additions	59.44	59.44
Disposals	-	-
As at June 30, 2023	**414.36**	**414.36**
		-
Amortization		-
As at March 31, 2022	**14.40**	**14.40**
Add Merger Effect	-	-
As at April 01, 2022 (Post Merger Effect)	**14.40**	**14.40**
Additions	1.04	1.04
Disposals	-	-
As at June 30, 2022	**15.44**	**15.44**
As at March 31, 2022	**14.40**	**14.40**
Add Merger Effect		-
As at April 01, 2022 (Post Merger Effect)	**14.40**	**14.40**
Additions	7.49	7.49
Disposals	-	-
As at March 31, 2023	**21.89**	**21.89**
Add Merger Effect	-	-
As at April 01, 2022 (Post Merger Effect)	**21.89**	**21.89**
Additions	11.08	11.08
Disposals	-	-
As at June 30, 2023	**32.97**	**32.97**
Net carrying amount		
As at June 30, 2023	**381.39**	**381.39**
As at March 31, 2023	**333.03**	**333.03**
As at June 30, 2022	**2.40**	**2.40**
As at March 31, 2022	**3.45**	**3.45**

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4 **Right of use assets**

The Company has lease contracts for buidlings from related parties. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company is restricted from assigning or sub leasing the leased assets.

The carrying amounts of right-of-use assets recognised and the movements during the 3 months period ended/year:

(Rs. In Lakhs)

Particulars	Building	Total
As at March 31, 2022	-	-
Add: adjustments on account of merger (refer note 40)	**2,482.66**	**2,482.66**
As at April 1, 2022 (post merger effect)	**2,482.66**	**2,482.66**
Additions	-	-
Deletion*	-	-
Depreciation expense	(77.72)	(77.72)
As at June 30, 2022	**2,404.94**	**2,404.94**
As at March 31, 2022	-	-
Add: adjustments on account of merger (refer note 40)	**2,482.66**	**2,482.66**
As at April 1, 2022 (post merger effect)	**2,482.66**	**2,482.66**
Additions	1,153.42	1,153.42
Deletion*	(2,050.96)	(2,050.96)
Depreciation expense	(267.57)	(267.57)
As at March 31, 2023	**1,317.55**	**1,317.55**
Additions	-	-
Deletion*	-	-
Depreciation expense	(46.74)	(46.74)
As at June 30, 2023	**1,270.81**	**1,270.81**

*During the previous year, the Company has sub-leased its premises and has assessed that this sub-lease fulfills the criteria of a finance lease as per Ind AS 116. Consequently, the Company has recognised lease receivables from sub-lease in its books and has de-recognised the leasehold improvements as well as right of use asset related to the original lease. Consequently, an amount of Rs. 135.97 Lakhs has been recognised as profit on de-recognition of right of use assets under the head 'Other income'.

The carrying amounts of lease liabilities and the movement during the 3 months period ended/year:

(Rs. in Lakhs)

Particulars	Building	Total
As at March 31, 2022	-	-
Add: adjustments on account of merger (refer note 40)	2,838.53	2,838.53
As at April 1, 2022 (post merger effect)	**2,838.53**	**2,838.53**
Additions		-
Accretion of interest	77.79	77.79
Payments	(106.14)	(106.14)
As at June 30, 2022	**2,810.18**	**2,810.18**
As at March 31, 2022	-	-
Add: adjustments on account of merger (refer note 40)	2,838.53	2,838.53
As at April 1, 2022 (post merger effect)	**2,838.53**	**2,838.53**
Additions	1,074.17	1,074.17
Accretion of interest	377.56	377.56
Payments	(565.09)	(565.09)
As at March 31, 2023	**3,725.17**	**3,725.17**
Additions		-
Accretion of interest	101.99	101.99
Payments	(150.94)	(150.94)
As at June 30, 2023	**3,676.22**	**3,676.22**

Classification of lease liabilities into Current and Non-Current:

(Rs. in Lakhs)

Particulars	As at June 30, 2023	As at March 31, 2023
Current lease liabilities	244.39	236.66
Non-current lease liabilities	3,431.82	3,488.51
Total	**3,676.21**	**3,725.17**

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The details regarding the maturity analysis of lease liabilities as at March 31, 2023 and June 30, 2023 on an undiscounted basis:

(Rs. in Lakhs)

Particulars	As at June 30, 2023	As at March 31, 2023
Within one year	636.44	541.06
After one year but not more than five years	2,670.52	2,380.33
More than five years	2,351.38	1,837.03
Total	**5,658.34**	**4,758.42**

Considering the lease term of the leases, the effective interest rate for lease liabilities is 11%. (Previous periods - 11%)
The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

(Rs. in Lakhs)

Particulars	For the year ended June 30, 2023	For the year ended June 30, 2022
Depreciation expense of right-of-use assets	46.74	77.71
Interest expense on lease liabilities	101.99	77.79
Rent expenses	5.34	0.93
Total amount recognised in profit or loss	**154.07**	**156.43**

** also refer note 40

Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

5. Non Current financial assets-Investment

(Rs. in Lacs)

	As at June 30, 2023	As at March 31, 2023
(i) Investment in equity instrument (value at cost)		
(ia) Investments in subsidiaries		
(ia)(i) Unquoted equity shares		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd) 6,50,60,000 Equity shares of Rs. 10 each fully paid up (March 31, 2023 - 6,50,60,000 Equity Shares)	6,506.00	6,506.00
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited) 3,57,10,000 Equity shares of Rs. 10 each fully paid up (March 31, 2023 - 3,57,10,000 Equity shares)	5,895.16	5,895.16
(c) Pharmax Corporation Limited (4,71,22,747 Equity shares of Rs. 10 each fully paid up (March 31, 2023 - 4,71,22,747 Equity shares)	6,073.05	6,073.05
(d) Max Estates 128 Private Limited 29,25,15,000 (March 31, 2023 - 29,25,15,000l) Equity shares of Rs. 10 each fully paid up	29,251.50	29,251.50
(e) Acreage Builders Private Limited 15,04,16,289 (March 31, 2023 - 29,49,33,900) Equity shares of Rs. 10 each fully paid up	15,002.75	29,493.39
(f) Max Estates Gurgaon Limited 100,000 (March 31, 2023 - 100000) Equity shares of Rs. 10 each fully paid up	10.00	10.00
(g)Max I Limited 50,000 (March 31, 2023 - 50000) Equity shares of Rs. 10 each fully paid up	5.00	5.00
(h) Max Asset Services Limited 2,050,000 (March 31, 2023 - 2050000) Equity shares of Rs. 10 each fully paid up	205.00	205.00
(ia)(ii) Cumulative Convertible Preference Shares in subsidiaries		
(a) Pharmax Corporation Limited (3,00,000 10% Cumulative Convertible Preference shares of Rs. 100 each fully paid up (March 31, 2023- 3,00,000)	3,900.00	3,900.00
(ia)(iii) Unquoted Non Convertible Debentures		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd) 26020 Debentures of Rs. 1,00,000 each fully paid up (March 31, 2023- 26020 Debentures)	7,126.42	6,972.58
(b) Investment in NCD Equity portion of Max Towers Private Limited	1,370.06	1,370.18
(ia)(iv) Unquoted Compulsory Convertible Debentures		
(a) Max Square Limited 3,57,10,000 Debentures of Rs. 10 each fully paid up (March 31, 2023- 3,57,10,000 Debentures)	5,325.84	5,325.84
(b) Acreage Builders Pvt Ltd 3,98,88,110.6 Debentures of Rs. 10 each fully paid up (March 31, 2023- Nil)	3,622.33	-
(c) Investment in CCD Equity portion of Acreage Builders Private Limited	366.47	-
(d) Max Asset Services Limited 2,214 (March 31, 2023 - 2214) Zero Coupon Compulsory Convertible Debentures of Rs. 100,000 each fully paid up	2,214.00	2,214.00
(f) Max I Limited Equity portion of 51% Zero Coupon Non Convertible Debentures of Rs. 100,000 each fully paid up (net of deferred tax)	2,106.96	2,106.96
(ia)(v) Equity component of guarantee/loan given		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd)	388.70	388.70
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited)	290.17	283.88
(c) Equity portion of interest free loan (net of deferred tax) to subsidiaries	12.38	9.19
(iv) Additional investment in Max Asset Services Limited	13.02	13.02
(v) Additional investment in Max Estates 128 Private Limited	57.82	57.82
(vi) Pharmax Corporation Limited	427.44	427.46
	90,170.07	**1,00,508.73**
Aggregate value of unquoted investments	90,170.07	1,00,508.72
Aggregate value of at cost	90,170.07	1,00,508.72

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6. Other bank balances		
Deposits with remaining maturity for more than 12 months	290.31	335.35
	290.31	**335.35**
7 Non Current financial assets		
Security deposits	202.05	171.93
Lease receivable (refer note 4 (ii))	2,287.80	2,384.75
Rent receivable (Equalisation)	39.94	11.26
Interest accrued on CCD's	2,453.22	2,014.64
	4,983.01	**4,582.58**
8 Other non current assets		
Deferred guarantee fee	14.62	24.37
	14.62	**24.37**
8.1 Non-current tax asset		
Tax deducted at source recoverable	758.79	771.72
	758.79	**771.72**
8.2 Deferred tax assets		
Deferred tax assets	866.61	205.07
	866.61	**205.07**

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Max Estates Limited
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		As at June 30, 2023	As at March 31, 2023
		(Rs. in Lacs)	
9.	**Inventories (at cost or Net realisable value whichever is less)**		
	Construction Materials	3.59	8.35
	Work-in-process	186.75	186.75
		190.34	**195.10**

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(Rs. in Lacs)

	As at June 30, 2023	As at March 31, 2023
10. Current financial assets		
(i) Other investment		
Unquoted mutual funds		
Aditya Birla Sun Life Liquid Fund - Direct - Growth - Face value - Rs. 10	3,920.13	1,502.25
Units - 10,60,478.50, NAV - 369.66 (March 31, 2023 - 4,13,748.56)		
Tata Liquid Fund- Face value - Rs. 10	4,572.35	2,045.29
Units - 1,26,499.79 , NAV- 3614.52 (March 31, 2023 - 57,590.82)		
DSP Liquid Fund - Direct - Growth- Face value - Rs. 10	2,747.22	2,361.16
Units: 78,029.01, NAV - 3520.76 (March 31, 2023: 59,205.73); Units: 15,709.69, NAV - 1220.28 (Overnight)		
UTI Liquid Cash Plan - Direct - Growth- Face value - Rs. 10	1,530.32	1,502.17
Units: 40,715.78, NAV - 3,758.53 (March 31, 2023 - 40,613.46)		
SBI Liquid Fund - Direct - Growth- Face value - Rs. 10	1,529.47	1,501.95
Units - 42,629.04, NAV - 3,587.87 (March 31, 2023: 42,629.04)		
Axis mutual fund	2,012.12	1,501.96
Units - 78,999 NAV - 2,547.02 (March 31, 2023 - 60,057)		
	16,311.61	**10,414.78**
Aggregate amount of quoted mutual fund	16,311.61	10,414.78
Market value of quoted mutual fund	16,311.61	10,414.78
(ii) Trade receivables		
Unsecured :-		
(a) Trade Receivables considered good - Secured;	-	-
(b) Trade Receivables considered good - Unsecured;	314.66	394.02
	314.66	**394.02**

* includes Rs.189.63 lacs (Previous year Rs.98.41 lacs) due from related parties

Trade Receivable Ageing As at June 30, 2023	**Outstanding for following periods from due date of payment**						
Particulars	**Not due**	**Less than 6 months**	**6 months-1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(I) Undisputed Trade receivables-considered good	-	191.97	105.29	5.90	11.50	-	**314.66**
(ii) Undisputed Trade receivables-Which have significant in credit risk							
(iii) Undisputed Trade receivables-Credit impaired							
(iv) Undisputed Trade receivables-considered good							
(v) Disputed Trade receivables-which have significant increase in credit risk							
(vi) Disputed Trade receivables-credit Impaired							
Total	-	**191.97**	**105.29**	**5.90**	**11.50**	-	**314.66**

Trade Receivable Ageing As at March 31, 2023	**Outstanding for following periods from due date of payment**						
Particulars	**Not due**	**Less than 6 months**	**6 months-1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(I) Undisputed Trade receivables-considered good	-	365.70	12.00	3.30	13.02	-	**394.02**
(ii) Undisputed Trade receivables-Which have significant in credit risk							
(iii) Undisputed Trade receivables-Credit impaired							
(iv) Undisputed Trade receivables-considered good							
(v) Disputed Trade receivables-which have significant increase in credit risk							
(vi) Disputed Trade receivables-credit Impaired							
Total	-	**365.70**	**12.00**	**3.30**	**13.02**	-	**394.02**

	As at June 30, 2023	As at March 31, 2023
(iii) Cash and cash equivalents		
Balances with banks:		
On current accounts	117.48	151.91
Cash in hand	2.13	3.70
	119.61	**155.61**
(iv) Bank balances other than (iii) above		
Deposits with remaining maturity for more than 3 months but less than 12 months	1,285.92	1,389.79
	1,285.92	**1,389.79**
(v) Loans		
Loans to related parties (refer note 39 (b))	17,444.71	17,375.14
	17,444.71	**17,375.14**
(vi) Other financial assets (unsecured considered good, unless otherwise stated)		
Rent receivable (Equalisation)	45.02	94.49
Interest accrued on deposits and others	520.02	438.50
Unbilled revenue	402.20	-
Security Deposit	2,018.27	2.02
Lease receivable (refer note 4 (ii))	130.78	69.80
	3,116.29	**604.81**
11. Other current assets (unsecured considered good, unless otherwise stated)		
Advances :-		
- from related party	-	447.75
- from others	117.52	29.62
Prepaid expenses	65.86	64.45
Balance with statutory authorities	457.34	330.26
	640.72	**872.08**

12(i) Equity share capital

	As at June 30, 2023	As at March 31, 2023
		(Rs. in Lakhs)
a) Authorized share capital		
150,000,000 (March 31, 2022 - 150,000,000) equity shares of Rs.10/- each	15,000.00	15,000.00
	15,000.00	**15,000.00**
Issued, subscribed and fully paid-up		
Nil (March 31, 2023 - Nil) equity shares of Rs.10/- each fully paid up	-	-
Add: Shares issued under Employee stock option scheme	30,918	3.09
Less: Adjustment for merger	(30,918)	(3.09)
Total issued, subscribed and fully paid-up share capital	-	-

*Subsequent to the period end and upon the coming into effect of the Scheme of amalgamation, and in consideration of the transfer, 1 (one) equity shares of the face value of INR 10 each fully paid-up of the Company are required to be issued against every 1 (one) equity shares of INR 10 each fully paid-up held by the shareholders of Max Ventures and Industries Limited. Consequent to this, the Company shall issue 147,134,544 equity shares of INR 10 each fully paid-up for 147,134,544 equity shares of INR 10 each fully paid-up of Max Ventures and Industries Limited.

These shares have been disclosed as 'Share capital pending issuance' as at June 30, 2023 and as at March 31, 2023 .

**As an integral part of the scheme, and, upon the coming into effect of the scheme, the authorized share capital of the Company shall automatically stand increased, without any further act, instrument or deed on the part of the Company, such that upon the coming into effect of this scheme, the authorized share capital of the Company shall be INR 1,500,000,000/- divided into 150,000,000 equity shares of INR 10 each. Consequently, Clause V of the Memorandum of Association of the Company shall, upon the coming into effect of this scheme and without any further act or deed, be and stand altered, modified and substituted pursuant to section 13, 61 and 230 and 232 and other applicable provisions of the Act, as the case may be. Also refer note 37.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	June 30, 2023		March 31, 2023	
Equity shares	**No. of shares**	**(Rs. in Lakhs)**	**No. of shares**	**(Rs. in Lakhs)**
At the beginning of the period	-	-	-	-
Add: Shares issued for stock options exercised	30,918	3.09	-	-
Less: Adjustment in accordance with merger	(30,918)	(3.09)	-	-
At the end of the period	-	-	-	-

c) Terms and rights attached to 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 if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. 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.

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	June 30, 2023		March 31, 2023	
	No. of shares	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Nil				

e) Shareholding pattern of the Promoter

Name of the Shareholder	June 30, 2023		March 31, 2023	
	No. of shares	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Nil				

f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date- Nil

g) For Stock Option Scheme (refer note-35)

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Max Estates Limited
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(ii) Other equity

(Rs. in Lacs)

	As at June 30, 2023	As at March 31, 2023
Capital reserve (refer note a below)	13,042.52	13,042.52
Securities premium account (refer note b below)	50,100.91	50,095.91
Employee stock options outstanding (refer note c below)	250.70	229.11
Other comprehensive income (refer note d below)	6.26	(5.85)
Retained earnings (refer note e below)	46,430.14	45,289.15
	1,09,830.53	**1,08,650.84**
a) Capital reserve		
Balance as at beginning of the period	13,042.52	-
Add: additions on account of merger	-	13,042.52
At the end of the period	**13,042.52**	**13,042.52**
b) Securities premium account		
Balance as at beginning of the period	50,095.91	50,086.75
Add: issue of share on premium of Employee stock option plan	5.00	9.16
At the end of the period	**50,100.91**	**50,095.91**
c) Employee stock options outstanding		
At the beginning of the period	229.11	159.88
Add: expense recognized during the period	21.59	98.06
Less: expiry of share option under ESOP scheme	-	(28.83)
At the end of the period	**250.70**	**229.11**
d) Other comprehensive income		
At the beginning of the period	(5.85)	(5.86)
Re-measurement of post employment benefit obligation (net of tax) (item of OCI)	12.11	0.01
At the end of the period	**6.26**	**(5.85)**
e) Retained earnings		
At the beginning of the period	45,289.14	41,979.38
Profit/(Loss) for the period	1,141.00	3,275.45
Equity option of CCD	-	5.48
Expiry of stock option under Employee Stock Option Plan (ESOP)	-	28.83
At the end of the period	**46,430.14**	**45,289.14**

Nature and purpose of reserves

a) **Capital reserve**
The Company recognises profit or loss on purchase, sale issue or cancellation of the Company's own equity instruments to Capital Reserve.

b) **Securities premium**
Securities Premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with provisions of the Companies Act, 2013.

c) **Employee stock options outstanding**
The employee stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee Stock Option plan.

d) **Other Comprehensive Income**
Loss from remeasurement on defined benefit plans.

e) **Retained earnings**
The profits of the Company available for distribution as dividend.

also refer note 40

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

13. Borrowings

(Rs. in Lacs)

	As at June 30, 2023	As at March 31, 2023
Non-current borrowings		
Term loans (secured)		
From banks	10,095.80	10,218.54
Vehicle loans from Bank (secured)	52.24	47.80
	10,148.04	**10,266.34**
Less: Amount disclosed under "current financial liabilities" [refer note 17(i)]	**541.79**	**534.50**
	9,606.25	**9,731.84**
Aggregate Secured loans	**10,148.04**	**10,266.34**

Vehicle loan :-
Vehicle loans amounting to Rs.52.24 Lakhs (March 31,2023 - Rs. 47.80 Lacs) are secured by way of hypothecation of respective vehicles. The loans are repayable in 1-3 years. Rate of interest is 7.60% to 9.00% (Previous periods Rate of interest is 7.60% to 9.00%).

Term Loan from Banks :-
Term loan facility from ICICI Bank Limited amounting to Rs. 10,095.80 lakhs (March 31, 2023: Rs. 10,218.74 lakhs) is secured by way of exclusive charge of mortgage/hypothecation/assignment/security interest/charge/pledge upon following (both present and future) on:

1. Pari-passu charge over project developed on Max House Okhla Project;
2. All present and future tangible moveable assets, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixture and all other moveable fixed assets in relation to the property
3. All present and future scheduled receivables to the extent received by the borrower
4. The escrow account alongwith all monies credited / deposited therein
5. The Debt Service Reserve Account (DSRA)
6. Corporate guarantee from Pharmax Corporation Limited
7. The security as required by the lender shall be created and perfected in form and manner satisfactory to the lenders and shared on pari passu basis between the lenders
8. Post creation of security, the Project shall provide a security cover of 1.50 times during the entire tenure of the Facility on the outstanding loan amount of Facility

   The rate of interest varies between 7.90% p.a. to 10.00% p.a. and repaybale during January 2021 - December 2029 and October 2022 - October 2033 amounting to Rs. 4,500 lakhs and Rs. 6,800 lakhs respectively

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13 A Disclosure pursuant to amendment to Ind AS 7 (Statement of Cash flows)

(Rs. in Lakhs)

Particulars	Opening balance April 1, 2023	Cash flows		Non-cash transactions			Closing balance June 30, 2023
		Proceeds	Repayment	Processing cost	New leases	Other	
Term loans from banks	9,684.04	-	(122.75)	-	-	(7.28)	9,554.01
Vehicle loans	47.80	10.28	(5.84)	-	-	-	52.24
Short term borrowings	7,071.22	-	(1,822.40)	-	-	7.28	5,256.10
Current lease liabilities	236.66					7.73	244.39
Non-current lease liabilities	3,488.51		(150.94)			94.26	3,431.82
Total liabilities from financing activities	**20,528.23**	**10.28**	**(2,101.93)**	**-**	**-**	**101.99**	**18,538.56**

(Rs. in Lakhs)

Particulars	Opening balance April 1, 2022	Cash flows		Non-cash transactions			Closing balance June 30, 2022
		Proceeds	Repayment	Processing cost	New leases	Other	
Term loans from banks	3,630.54	-	(36.65)	-	-	-	3,593.90
Vehicle loans	31.34	-	(7.41)	-	-	-	23.93
Short term borrowings	163.10		(0.00)	-	-	-	163.09
Current lease liabilities	-	-	-	-	-	133.40	133.40
Non-current lease liabilities	-	-	(106.15)	-	-	2,782.92	2,676.77
Total liabilities from financing activities	**3,824.98**	**-**	**(150.21)**	**-**	**-**	**2,916.32**	**6,591.09**

Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

	As at June 30, 2023	(Rs. in Lacs) As at March 31, 2023
14. Lease liabilities-Non Current		
Lease liability (refer note 4)	3,431.82	3,488.51
	3,431.82	**3,488.51**
15. Other non current financial liabilities		
Security Deposit received	1,089.30	990.57
Deferred Finance Income (Security deposit)	460.11	450.18
	1,549.41	**1,440.75**
16. Long term provision		
Provision for employee benefits		
Provision for gratuity (refer note 32)	66.71	119.21
	66.71	**119.21**
17. Current financial liabilities		
(i) Borrowings		
Loan from related party (Unsecured)	4,714.31	6,536.72
Current maturity of long term borrowings (refer note 13)	541.79	534.50
	5,256.10	**7,071.22**
(ii) Lease liabilities		
Lease liability (refer note 4 (ii))	244.39	236.66
	244.39	**236.66**
(iii) Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises (MSME)	41.11	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises #	707.22	977.21
	748.33	**977.21**

Trade Payables ageing schedule as on 30 June 2023

Particulars	**Outstanding for following periods from due date of payment**					
	Not Due	**<1 year**	**1-2 years**	**2-3 Years**	**More than 3 years**	**Total**
(i) MSME	-	-	-	-	-	-
(ii) Others	-	736.98	11.35		-	748.33
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues -others	-	-	-	-	-	-

Trade Payables ageing schedule as on 31st March 2023

Particulars	**Outstanding for following periods from due date of payment**					
	Not Due	**<1 year**	**1-2 years**	**2-3 Years**	**More than 3 years**	**Total**
(i) MSME	-	-	-	-	-	-
(ii) Others	-	954.66	22.55	-	-	977.21
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues -others	-	-	-	-	-	-

*** Details of dues to micro and small enterprises as per MSMED Act, 2006**
As per the Act, the Company is required to identify the Micro and small suppliers and pay them interest on overdue beyond the specified period irrespective of the terms agreed with such suppliers. Based on the information available with the Company, none of the creditors have confirmed the applicability of act on them. Hence, the liability of the interest and disclosure are not required to be disclosed in the financial statements.

	As at June 30, 2023	As at March 31, 2023
(iv) Other current financial liabilities		
Interest accrued on borrowings	38.30	50.23
Security deposits	20.00	52.67
Deferred Guarantee Income	97.93	134.15
Deferred Finance Income (Security deposit)	28.85	28.85
	185.08	**265.90**
18. Other current liabilities		
Statutory dues	151.41	184.35
Advance from Customers	4.62	6.38
Others	8.01	7.58
	164.04	**198.31**
19. Short term provision		
Provision for employee benefits		
Provision for compensated absences	132.45	196.16
Provision for gratuity (refer note 32)	1.11	1.11
	133.56	**197.27**

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

20. Revenue from operations

(Rs. in Lacs)

	For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
Revenue from contracts with customers		
- Rental income	174.22	191.15
- Income from shared services	416.30	940.98
- Development Management fees/ Others	94.49	98.74
Total revenue from operations	**685.01**	**1,230.87**

Performance obligation
The performance obligation is satisfied upon completion of the services/sale of property.
Refer note 10 (ii) for contract balances (trade receivables)

21. Other Income

Interest Received	851.45	602.64
Profit on sale of mutual fund	60.37	-
Guarantee Fee Income	18.34	13.43
Fair value gain on financial instruments at fair value through profit or loss	276.46	226.13
Miscellaneous Income	-	52.69
	1,206.62	**894.89**

22.1. Cost of material consumed, construction & other related project cost

Inventories at beginning of period	8.35	40.73
Add: adjustment on account of merger (refer note 40)	-	-
Add: Purchases	-	-
Construction Materials	-	-
Civil Construction Work	(4.76)	(13.34)
	3.59	27.39
Less: inventory at the end of period	3.59	27.39
Cost of material consumed, construction & other related project cost	-	-

22.2. (Increase)/ decrease in work-in-progress

Inventories at end of period		
Finished Goods	-	2,440.27
Work-in-process	186.75	341.00
	186.75	**2,781.27**
Inventories at beginning of the period		
Finished Goods	-	2,835.54
Work-in-process	186.75	341.00
Total	**186.75**	**3,176.54**
(Increase)/ decrease in work-in-progress	-	**395.27**

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

(Rs. in Lacs)

		For the three months period ended June 30, 2023	For the three months period ended June 30, 2022
23.	**Employee benefits expense**		
	Salaries, wages and bonus	357.58	421.52
	Contribution to provident and other funds	15.45	19.98
	Employee stock option scheme (refer note 35)	14.67	23.20
	Gratuity expense (refer note 32)	5.97	9.23
	Staff welfare expenses	10.95	3.98
		404.62	**477.91**
24.	**Finance costs**		
	Interest on borrowings	225.06	81.98
	Interest on lease	101.99	77.79
	Bank charges	6.41	0.30
		333.46	**160.07**
25.	**Depreciation and amortization expense**		
	Depreciation on Investment property & property, plant and equipment (refer note 3 and 3.1)	55.21	55.27
	Amortization of intangible assets (refer note 4.(i))	11.02	1.04
	Depreciation of right-of-use assets (refer note 4 (ii))	46.73	77.71
		112.96	**134.02**
26.	**Other expense**		
	Rent	5.34	0.93
	Insurance	33.33	16.66
	Rates and taxes	51.06	25.74
	Shared Service charges	-	7.50
	Repairs and maintenance:	110.27	53.22
	Printing and stationery	1.31	1.03
	Travelling and conveyance	5.13	17.84
	Communication	2.50	2.66
	Legal and professional *	213.23	262.81
	IT support expense	0.52	0.71
	Directors' sitting fee	14.00	29.00
	Advertisement and publicity	-	0.36
	Provision for doubtful debts	1.20	-
	Corporate Social Responsibility (CSR) expenditure	4.39	19.82
	Membership & Subscription	25.60	7.95
	Marketing Expenses	11.40	10.98
	Business Promotion	3.09	1.27
	Facility Management Charges	25.39	16.26
	Audit fee*	15.00	6.85
	Miscellaneous expenses	0.04	20.05
		522.80	**501.64**
	Cost allocated		
		522.80	**501.64**
(a)	*** Payment to auditor (included in legal and professional fee)**		
	As auditor:		
	Audit fee	15.00	6.85
	Other services (Limited review & certification fees)	-	-
		15.00	**6.85**
(b)	**Details of CSR expenditure**		
	Gross amount required to be spent by the Company during the period	4.39	3.97
	Amount spent during the period	-	-
	i) Construction/acquisition of any asset	-	-
	ii) On purposes other than (i) above	-	-
(c)	**Details related to spent / unspent obligations:**		
	i) Contribution to public trust	-	-
	ii) Contribution to charitable trust	-	-
	iii) Unspent amount in relation to:	-	-
	- Ongoing project	-	-
	- Other than ongoing project	4.39	3.97

29 Income Tax

The major components of income tax expense for the period ended June 30, 2023 and June 30, 2022 are :

(Rs. in Lakhs)

	Particulars	For the 3 months period ended June 30, 2023	For the 3 months period ended June 30, 2022
(a)	**Statement of profit and loss :**		
	Current income tax :		
	Current tax	42.40	20.00
	Sub total (a)	**42.40**	**20.00**
	Deferred tax :		
	Relating to origination and reversal of temporary differences*	(665.62)	46.51
	Sub total (b)	**(665.62)**	**46.51**
	Income tax expense charged in the statement of profit and loss (a+b)	**(623.22)**	**66.51**
(b)	**OCI section :**		
	Deferred tax relating to re-measurement gains on defined benefit plans	(4.07)	(0.75)
	Income tax charged in other comprehensive income	**(4.07)**	**(0.75)**

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for June 30, 2023 and June 30, 2022:

(Rs. in Lakhs)

Particulars	For the 3 months period ended June 30, 2023	For the 3 months period ended June 30, 2022
Accounting profit before tax	517.79	456.85
Accounting profit before income tax	**517.79**	**456.85**
At India's statutory income tax rate of 25.17 % (June 30, 2022: 25.17 %)	130.33	114.99
Deferred tax created on brought forward losses and unabsorbed depreciation and others	(715.00)	(44.00)
Others	(38.55)	(4.48)
At the effective income tax rate	**(623.22)**	**66.51**
Income tax expense reported in the statement of profit and loss	(623.22)	66.51
Total tax expense	**(623.22)**	**66.51**

Deferred tax relates to the following:

(Rs. in Lakhs)

	As at June 30, 2023	As at March 31, 2023
Deferred tax liabilities		
Accelerated depreciation for tax purposes	215.12	22.84
Fair valuation of investment and leases	39.99	25.02
Gross deferred tax liabilities (a)	**255.11**	**47.86**
Deferred tax assets		
Effect of expenditure debited to the statement of profit and loss in the current year/earlier years but allowed for tax purposes in following years	74.32	81.79
Effect of unabsored depreciation and business losses	1,047.40	171.14
Gross deferred tax assets (b)	**1,121.72**	**252.93**
Deferred tax assets (net) (a-b)	**866.61**	**205.07**

Reconciliation of deferred tax liabilities (net):

(Rs. in Lakhs)

Particulars	June 30, 2023	March 31, 2023
Opening balance as of 1st April	205.07	86.51
Adjustment on account of merger	-	(1,793.45)
Tax expense during the period recognised in statement of profit and loss	665.61	1,998.98
Tax expense during the period recognised in OCI	(4.07)	(0.46)
MAT credit utilised/(availed)	-	(86.51)
Closing balance	**866.61**	**205.07**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

30 Commitments and contingencies

i) Capital commitments

(Rs. In lakhs)

	As at June 30, 2023	As at March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not accounted for	-	34.94
Less: Capital Advances	-	-
Net Commitment	-	34.94

Note:

a. The Company had submitted its resolution plan for resolution of Boulevard Projects Private Limited. The Hon'ble NCLT, New Delhi has approved the said Resolution Plan, for the development of commercial plot admeasuring 34,697 sq mtrs, located in NOIDA under the project name 'Delhi One'. This acquisition has potential to add ~3 million sq. ft. of additional development footprint to the portfolio of Max Estates Limited. The implementation of the Resolution Plan was subjected to receipt of requisite approvals from regulatory and statutory authorities.

However, certain fundamental reliefs imperative for implementing the plan are being sought from NOIDA for which the Company has filed an appeal in NCLAT on 11 April 2023.

ii) Contingent liabilities

(Rs. In lakhs)

	As at June 30, 2023	As at March 31, 2023
Bank Guarantee	5,000.00	5,000.00
Uttarakhand VAT	21.24	21.24

Note:

a. The Company has given a bank guarantee of Rs. 5,000 lakhs issued by HDFC Bank Limited (March 31, 2023: Rs. 5,000 lakhs issued by ICICI Bank Limited) in favour of Piramal Enterperises for bid submitted for Delhi One project.Max Estates Limited, had submitted its resolution plan for resolution of Boulevard Projects Private Limited. The Hon'ble NCLT, New Delhi has approved the said Resolution Plan,for the development of commercial plot admeasuring 34,697 sq mtrs, located in NOIDA under the project name 'Delhi One'. This acquisition has potential to add ~3 million sq. ft. of additional development footprint to the portfolio of Max Estates Limited. The implementation of the Resolution Plan is subject to receipt of requisite approvals from regulatory and statutory authorities.

iii) Financial guarantee

(Rs. In lakhs)

Particulars	**As at June 30, 2023**	**As at March 31, 2023**
Guarantees to banks against credit facilities extended to group companies	68,346.67	65,456.76

Guarantee given by the Company on behalf of its subsidiaries, Max Towers Private Limited - loan of Rs. 24,603.34 Lakhs (March 31, 2023: Rs. 24,603.34 Lakhs) (Sanctioned limit as at June 30, 2023 Rs. 24,900.00 Lakhs) from HDFC Bank Limited and Bajaj Housing Finance Limited, Pharmax Corporation Limited -loan of Rs. 4,906.20 Lakhs (March 31, 2023: Rs. 4,016.20 Lakhs) (Sanctioned limit as at June 30, 2023 Rs. 6,500 lakhs) from IDFC First Bank Limited, Max Square Limited - loan of Rs. 23,998.13 Lakhs (March 31, 2023: Rs. 21,998,13) (Sanctioned Limit as at June 30, 2023 - Rs. 24,000.00 Lakhs from Axis Bank) and Max 128 Limited loan of Rs. 14,839.00 Lakhs (March 31, 2023: 14,839.09) (Sanctioned Limit as at March 31, 2023 Rs. 15,000.00 Lakhs) from Aditya Birla Finance Bank respectively.

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31 Other notes to accounts

Investment in subsidiaries

(a) These financial statement are separate financial statements prepared in accordance with Ind AS-27" Separate Financial Statements".

(b) The Company's investments in subsidiaries are as under:

Name of the Subsidiary	Country of incorporation	Portion of ownership interest as at June 30, 2023	Portion of ownership interest as at March 31, 2023	Method used to account for the investment
Max Towers Private Limited	India	100%	100%	At deemed cost
Max Square Limited**	India	51%	51%	At deemed cost
Pharmax Corporation Limited	India	100%	100%	At deemed cost
Max Estates 128 Private Limited	India	100%	100%	At deemed cost
Max Estates Gurgaon Limited	India	100%	100%	At deemed cost
Acreage Builders Private Limited*	India	51%	100%	At deemed cost
Max I Limited	India	100%	100%	At deemed cost
Max Asset Services Limited	India	100%	100%	At deemed cost

*During the period, Company has sold 49% of its investment in its wholly owned subsidiary (Acreage Builders Private Limited) to New York Life Insurance Company for cash consideration amounting to Rs. 14,490.55 lakhs. This transaction has not resulted in any gain or loss to the Company.

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32 (i) Gratuity

The Company has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

Description of Risk exposures
Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow:
i) **Salary Increases-** Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
ii) **Discount Rate** : Reduction in discount rate in subsequent valuations can increase the plan's liability.
iii) **Mortality & disability** – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
iv) **Investment Risk** – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(Rs. in Lakhs)

	Particulars	As at June 30, 2023	As at March 31, 2023	As at June 30, 2022**
a)	**Reconciliation of opening and closing balances of defined benefit obligation**			
	Defined benefit obligation at the beginning of the year	120.50	57.65	57.65
	Add: adjustments on account of merger (refer note 40)	-	40.55	40.55
	As at April 1, 2022 (post merger effect)	**120.50**	**98.20**	**98.20**
	Interest expense	2.21	7.13	1.78
	Current service cost	3.76	29.80	7.45
	Benefit paid	-	(21.59)	(5.40)
	Acquisition adjustment	(42.47)	-	-
	Remeasurement of (Gain)/loss in other comprehensive income	(16.18)	6.97	1.74
	Defined benefit obligation at period end	**67.82**	**120.50**	**103.78**
b)	**Reconciliation of opening and closing balances of fair value of plan assets**			
	Fair value of plan assets at beginning of the period	-	-	-
	Fair value of plan assets at period end	-	-	-
c)	**Net defined benefit asset/ (liability) recognized in the balance sheet**			
	Fair value of plan assets			
	Present value of defined benefit obligation	67.82	120.50	103.78
	Amount recognized in balance sheet- liability	**67.82**	**120.50**	**103.78**
	*figures for june are computed on a proportionated basis.			
d)	**Net defined benefit expense (recognized in the statement of profit and loss for the year)**			
	Current service cost	3.76	29.80	7.45
	Interest cost on benefit obligation	2.21	7.13	1.78
	Net defined benefit expense debited to statement of profit and loss	**5.97**	**36.93**	**9.23**
e)	**Remeasurment (gain)/loss recognised in other comprehensive income**			
	Recognised in other comprehensive income	**(16.18)**	**(0.01)**	**(0.00)**
f)	**Broad categories of plan assets as a percentage of total assets**			
	Insurer managed funds	0%	0%	
g)	**Principal assumptions used in determining defined benefit obligation**			
	Discount rate	7.20%	7.26%	
	Salary escalation rate	10.00%	10.00%	
	Mortality Rate (% of IALM 12-14)	100.00%	100.00%	
h)	**Quantitative sensitivity analysis for significant assumptions is as below:**			
	Increase / (decrease) on present value of defined benefits obligations at the end of the year			
	<u>Discount rate</u>			
	Increase by 0.50%	(4.59)	(8.53)	
	Decrease by 0.50%	5.02	9.41	
	<u>Salary growth rate</u>			
	Increase by 0.50%	3.14	6.83	
	Decrease by 0.50%	(2.89)	(6.21)	

i) The average duration of the defined benefit plan obligation at the end of the reporting period is 15.46 Years (March 31, 2023 : 18.91 years)

j) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

k) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

l) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

m) **Risk Exposure**

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Rate risk: The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

Liquidity Risk: This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk: The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

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33 The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. However, effective date and the final rules/interpretation have not yet been notified/issued. The Company is in the process of assessing the impact of the Code and will recognize the impact, if any, based on its effective date.

34 Segment reporting

The Company is presenting disclosures in terms of Ind AS 108 on 'Segment Reporting' in consolidated financial statements

35 Employee Stock Option Plan

Employee Stock Option Plan – 2016 ("the 2016 Plan"):

The Holding Company, Max Ventures and Industries Limited has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of Max Ventures and Industries Limited in its annual general meeting held on September 27, 2016.

The details of activity under the scheme are summarized below:

Particulars	June 30, 2023		March 31, 2023	
	Number of options	Weighted Average exercise price (Rs.)	Number of options	Weighted Average exercise price (Rs.)
Outstanding at the start of the year	8,93,976	30.59	-	-
Add- Adjustment on account of merger (refer note 40)	-	-	8,29,156	17.83
Outstanding at the start of the year (post merger effect)	**8,93,976**	**30.59**	**8,29,156**	**17.83**
Options granted during the period	96,279	95.33	2,97,538	53.87
Forfeited during the year	1,50,282	26.64	75,740	12.90
Exercised during the year	-		1,56,978	15.84
Outstanding at the end	8,39,973	36.91	8,93,976	30.59
Exercisable at the end	2,87,672	14.75	88,962	13.99

For options exercised during the period, the weighted average share price at the exercise date was NIL per share. (March 31, 2023 : Rs. 15.84)

The weighted average remaining contractual life for the stock options outstanding as at June 30, 2023 and March 31, 2023 are as follows:

Date of grant	June 30, 2023		March 31, 2023	
	Number of options	Weighted average remaining life in years	Number of options	Weighted average remaining life in years
04-06-2020 (Grant Type III)	4,05,127	0.92	4,87,528	1.17
02-07-2021 (Grant Type IV)	78,733	1.92	96,231	2.17
02-07-2021 (Grant Type V)	-	-	12,679	2.17
25-07-2022 (Grant Type VI)	2,47,595	3.07	2,85,299	3.32
08-11-2022 (Grant Type VII)	12,239	3.36	12,239	3.61
19-05-2023 (Grant Type VIII)	96,279	3.36	-	-

The Company has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of the Company in its annual general meeting held on September 27, 2016 based on similar terms and conditions to the relevant ESOP plan of MFSL. During the period ended June 30, 2023, NIL (March 31, 2023 # - 1,56,978) number of stock options were exercised by the aforesaid option holders. The 2016 Plan provides for grant of stock options aggregating not more than 5% of number of issued equity shares of the Company to eligible employees of the Company. Further, the Company extended the ESOP plan to directors and employees of its subsidiaries by obtaining approval of the shareholders in its annual general meeting held on September 24, 2019. The 2016 Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) subject to minimum par value of shares (Rs. 10/-). The Company has valued Employee Stock Option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

also refer note 37

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36 **A. Fair Value of Financial instruments**

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value are as follows:

(Rs. In Lakhs)

Category	Carrying Value		Fair Value	
	June 30, 2023	March 31, 2023	June 30, 2023	March 31, 2023
1) Financial asset at amortized cost				
Non Current				
Other financial assets	4,983.01	4,582.58	4,983.01	4,582.58
Other bank balances	290.31	335.35	290.31	335.35
Current				
Loans	17,444.71	17,375.14	17,444.71	17,375.14
Other financial assets	3,116.29	604.81	3,116.29	604.81
Trade receivables	314.66	394.02	314.66	394.02
Cash and cash equivalents	119.61	155.61	119.61	155.61
Bank balances	1,285.92	1,389.79	1,285.92	1,389.79
2) Financial asset measured at fair value				
Investments (non current)	90,170.07	1,00,508.73	90,170.07	1,00,508.73
Investment (current)	16,311.61	10,414.78	16,311.61	10,414.78
3) Financial liabilities at amortized cost				
Non Current				
Borrowings	9,606.25	9,731.84	9,606.25	9,731.84
Lease liabilities	3,431.82	3,488.51	3,431.82	3,488.51
Other non current financial liabilities	1,549.41	1,440.75	1,549.41	1,440.75
Current				
Borrowings	5,256.10	7,071.22	5,256.10	7,071.22
Lease liabilities	244.39	236.66	244.39	236.66
Other financial liabilities	185.08	265.90	185.08	265.90
Trade payables	748.33	977.21	748.33	977.21

Investment in equity shares of subsidiaries are measured at cost as per Ind AS 27- "Separate Financial Statements" and are not required to be disclosed here.

The management assessed that carrying value of trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors are considered to be the same as their fair values, due to their short term nature.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Long Term Fixed-rate borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

The fair value of non - current investment, loans taken, other financial assets and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable inputs in the model, of which the significant observable inputs is the market rate of interest of 9.5%-11%. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.

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B. Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on June 30, 2023

(Rs. In Lakhs)

Particulars	Carrying value June 30, 2023	Fair value		
		Level 1	Level 2	Level 3
Non-Current				
Investments	90,170.07	-	-	90,170.07
Other financial assets	4,983.01	-	-	4,983.01
Other bank balances	290.31	-	-	290.31
Current				
Loans	17,444.71	-		17,444.71
Investment	16,311.61	16,311.61	-	-
Other financial assets	3,116.29	-	-	3,116.29
Trade receivables	314.66	-	-	314.66
Bank balances	1,285.92	-	-	1,285.92
Cash and cash equivaler	119.61	-	-	119.61

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2023

(Rs. In Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Non-Current				
Investments	1,00,508.73	-	-	1,00,508.73
Other financial assets	4,582.58	-	-	4,582.58
Other bank balances	335.35	-	-	335.35
Current				
Loans	17,375.14	-	-	17,375.14
Investment	10,414.78	10,414.78	-	-
Other financial assets	604.81	-	-	604.81
Trade receivables	394.02	-	-	394.02
Bank balances	1,389.79	-	-	1,389.79
Cash and cash equivaler	155.61	-	-	155.61

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on June 30, 2023

(Rs. In Lakhs)

Particulars	Carrying value June 30, 2023	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	9,606.25	-	-	9,606.25
Lease liabilities	3,431.82	-	-	3,431.82
Other non current finan	1,549.41	-	-	1,549.41
Current				
Borrowings	5,256.10	-	-	5,256.10
Lease liabilities	244.39	-	-	244.39
Other financial liabilitie	185.08	-	-	185.08
Trade payables	748.33	-	-	748.33

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2023

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	9,731.84	-	-	9,731.84
Lease liabilities	3,488.51	-	-	3,488.51
Other non current finan	1,440.75	-	-	1,440.75
Current				
Borrowings	7,071.22	-	-	7,071.22
Lease liabilities	236.66	-	-	236.66
Other financial liabilitie	265.90	-	-	265.90
Trade payables	977.21	-	-	977.21

also refer note 40

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37 Financial risk management objectives and policies

The Company's has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Corporate Finance department, evaluates financial risks in close co-operation with the various stakeholders.

The Company is exposed to capital risk, market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Company, duly supported by various Groups and Committees.

a) Capital risk

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns to its shareholders and benefits for other stakeholders and to provide for sufficient capital expansion. The capital structure of the Company consists of debt, which includes the borrowings disclosed in notes 13 and 17, cash and cash equivalents disclosed in note 10 and equity as disclosed in the statement of financial position.

b) 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 employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared not only for the entities but the Group as a whole and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Investment and Performance Review Committee of the Board.

The table below represents the maturity profile of Company's financial liabilities at the end of March 31, 2023 and June 30, 2023 based on contractual undiscounted payments :-

March 31, 2023	0-1 Years	1-5 Years	More than 5 Years	Total
Interest bearing borrowings	7,071.22	9,731.84		16,803.06
Trade payable	977.21	-	-	977.21
Other financial liabilities	1,706.65	-	-	1,706.65
% to Total	**50.06%**	**49.94%**	**0.00%**	**100.00%**
June 30, 2023				
Interest bearing borrowings	5,256.10	9,606.25		14,862.35
Trade payable	748.33	-	-	748.33
Other financial liabilities	185.08	1,549.41	-	1,734.49
% to Total	**35.68%**	**64.32%**	**0.00%**	**100.00%**

*Lease liability maturity profile has been disclosed under note 4 (ii)

Interest bearing borrowings

Excludes interest cash outflow as borrowings are on floating rate of interest.

(Rs. in Lakhs)

	Schedule no	As at June 30, 2023	As at March 31, 2023
(i) Non-Current borrowings	13	9,606.25	9,731.84
(ii) Short-term borrowings	17 (i)	4,714.31	6,536.72
(iii) Current maturity of long term borrowings	17 (i)	541.79	534.50
		14,862.35	**16,803.06**

c) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management team assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. An impairment analysis is performed at each reporting date on Company category basis. The calculation is based on exchange losses historical data and available facts as on date of evaluation. Trade receivables comprise a widespread customer base. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(ii) Financial instruments and cash deposit

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Company.

d) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31, 2023 and June 30, 2023. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2023, and June 30, 2023.

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

38 **Related party disclosures**

Names of related parties where control exists irrespective of whether transactions have taken place or not	
Subsidiary companies	Pharmax Corporation Limited Max Square Limited Max I. Limited Max Asset Services Limited Max Towers Private Limited Max Estates 128 Private Private Limited Max Estates Gurgaon Limited Acreage Builders Private Limited
Names of other related parties with whom transactions have taken place during the year	
Key management personnel	Mr. Sahil Vachani Mr. Nitin Kumar Kansal (Chief Financial Officer) Mr. Rishi Raj (upto 31-Jul-2023) Mr. Kishansingh Ramsinghaney (upto 31-Jul-2023) Mr. Bishawjit Das (upto 31-Jul-2023) Mr. Ankit Jain (Company Secretary upto 11-Jan-23) Mr. Abhishek Mishra (Company Secretary w.e.f 19-May-23)
Other Non-Executive/Independent Directors	Mr. Analjit Singh (Director) Mr. Dinesh Kumar Mittal Mr. K. Narsimha Murthy (upto 8-Aug-22) Mr. Niten Malhan Ms. Gauri Padmanabhan Mr. Ka Luk Stanley Tai
Entities controlled or jointly controlled by person or entities where person has significantly influence	Max Ventures Private Limited Piveta Estates Private Limited New Delhi House Services Limited Max Life Insurance Company Limited Max India Limited SKA Diagnostic Private Limited Antara Purukul Senior Living Limited New York Life Insurance Company Riga Foods LLP Max Financial Services Limited Analjit Singh HUF Delhi Guest House Private Limited Mr. Arjunjit Singh Trophy Estates Private Limited Max India Foundation
Employee benefit Trust	Max Financial Services Limited Employees' Provident Fund Trust

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

(a) Details of transactions and balance outstandings with related parties

(Rs. In lakhs)

S.No	Nature of transaction	Particulars	For the year ended June 30, 2023	For the Period ended June 30, 2022
1	**Reimbursement of expenses (Paid to)**	Max Life Insurance Co. Limited	167.66	101.69
		Max Asset Services Limited	11.88	33.01
		Pharmax Corporation Limited	42.70	0.04
		New Delhi House Services Ltd.	19.29	16.56
		Max Financial Services Ltd	25.95	-
		Max Estates 128 Private Limited	4.62	-
		Max India Limited	-	2.00
		Total	**272.10**	**153.30**
2	**Income from shared services**	Max Asset Services Limited	28.88	64.27
		Max I. Limited	1.89	2.41
		Pharmax Corporation Limited	20.36	18.29
		Total	**51.13**	**84.97**
3	**Repair & Maintenance**	New Delhi House Services Limited	0.04	3.48
		Delhi Guest House Private Limited	3.67	4.83
		Max Asset Services Limtied	6.75	-
		Total	**10.46**	**8.31**
4	**Lease payments**	Delhi Guest House Private Limited	15.00	15.00
		SKA Diagnostics Private Limited	11.06	11.04
		Total	**26.06**	**26.04**
5	Contribution to Provident Fund Trust	Max financial services limited Employees' Provident Fund Trust	15.12	16.43
		Total	**15.12**	**16.43**
6	Directors' sitting fees	Analjit Singh	2.00	2.00
		Dinesh Kumar Mittal	4.00	8.00
		Gauri Padmanabhan	4.00	5.00
		Niten Malhan	4.00	5.00
		K.N Murthy	-	9.00
		Total	**14.00**	**29.00**
7	Key managerial remuneration - short term employment benefits	Sahil Vachani	42.72	40.11
		Nitin Kumar Kansal	21.54	20.25
		Ankit Jain	-	4.37
		Abhishek Mishra	5.34	-
		Total	**69.60**	**64.73**
8	Key managerial remuneration - post employment benefits	Sahil Vachani	5.59	2.34
		Nitin Kumar Kansal	3.01	1.40
		Ankit Jain		0.26
		Abhishek Mishra	0.63	
		Total	**9.23**	**4.00**
9	**Investment made**	Acreage Builders Pvt Ltd	10,501.84	-
		Max Towers Pvt Ltd	130.45	-
		Total	**10,632.28**	**-**
10	**Loan received back**	Acreage Builders Pvt Limited	4,200.00	-
		Max Towers Private Limited	184.00	873.35
		Pharmax Corporation Limited	327.62	595.00
		Max I. Limited	13.00	-
		Max Estates Gurgaon Limited	7.90	-
		Max Asset Services Limited	470.00	-
		Total	**5,202.52**	**1,468.35**
11	Loan repayment	Max Estates 128 Private Limited	1,627.00	1,348.50
		Total	**1,627.00**	**1,348.50**
12	Brokerage income	Trophy Estates Private Limited	-	1.91
		Total	-	**1.91**
13	Guarantee fees	Pharmax Corporation Limited	3.20	-
		Max Square Limited	6.29	-
		Total	**9.48**	-
14	Management fee (included in legal and professional expenses)	Analjit Singh	75.00	56.25
		Total	**75.00**	**56.25**
15	Rent paid	Max Asset Services Limited	1.89	-
		Delhi Guest House Private Limited	15.00	15.00
		Total	**16.89**	**15.00**
16	Loan given	Max Estates Gurgaon Limited	4,825.90	-
		Max Asset Services Limited	235.00	400.00
		Max I. Limited	14.00	12.00
		Acreage Builders Pvt Limited	25.00	-
		Pharmax Corporation Limited	80.00	656.40
		Max Towers Private Limited	92.50	692.54
		Total	**5,272.40**	**1,760.94**
17	**Sale of investment**	New York Life Insurance Company	14,490.65	-
		Total	**14,490.65**	-
18	**Purchase of Vehicle**	Max Ventures Private Limited	3.47	-
		Total	**3.47**	-

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38 (b) Balances outstanding at period end

(Rs. In lakhs)

S.No	Nature of transaction	Particulars	As at June 30, 2023	As at March 31, 2023
1	**Statutory dues payable**	Max Financial services Limited Employees' Provident Fund Trust	5.91	4.95
		Total	**5.91**	**4.95**
2	**Trade Receivables**	Max Ventures Private Limited	-	3.19
		Max Asset Services Limited	0.50	16.48
		Max Ventures Investment Holding Private Limited	10.13	10.13
		Piveta Estates Private Limited	6.29	6.29
		Max I. Limited	4.27	-
		Acreage Builders Private Limited	120.81	71.29
		Max Towers Private Limited	-	-
		New Delhi House Services Limited	2.02	-
		Antara Purukul Senior Living Limited	0.36	0.36
		Max India Foundation	-	-
		Max India Limited	5.90	5.90
		Max Square Limited	6.83	1.16
		Total	**157.11**	**114.80**
3	**Advance to party**	Max India Foundation	-	5.00
		SKA Diagnostic Private Limited	-	0.25
		Total	-	**5.25**
4	**Interest Accured on Corporate Deposit Receivable**	Max Asset Services Limited	-	356.32
		Max I. Limited	-	0.08
		Total	-	**356.40**
5	**Provision made against above**	Max Asset Services Limited	-	-
		Total	-	-
6	**Trade payables and Capital Creditors**	Antara Purukul Senior Living Limited	0.08	0.08
		Max Asset Services Limited	-	6.69
		Rishi Raj	-	(2.50)
		Pharmax Corporation Limited	17.08	-
		Max Square Limited	-	-
		Total	**17.16**	**4.27**
7	**Other receivables**	Max Asset Services Limited	-	5.11
		Max Ventures Private Limited	8.65	5.46
		Piveta Estates Private Limited	2.83	2.83
		Max Towers Private Limited	20.00	20.00
		Max Life Insurance Co. Limited	0.61	1.70
		Max Financial Services Ltd	12.61	-
		Acreage Builders Private Limited	218.72	218.72
		Max Estates 128 Private Limited	300.86	406.70
		Pharmax Corporation Limited	71.92	17.07
		Max Square Limited	-	16.48
		Max I. Limited	-	**2.54**
		Total	**636.20**	**696.61**
8	**Loan**	Max Towers Private Limited	768.09	860.00
		Pharmax Corporation Limited	3,846.53	4,094.15
		Max Asset Services Limited	1,757.26	1,992.26
		Max I. Limited	523.70	522.70
		Max Estates Gurgaon Limited	9,994.00	5,176.00
		Acreage Builders Private Limited	555.02	4,730.02
		Total	**17,444.60**	**17,375.13**
9	**Investment in Debentures**	Max Asset Services Limited	2,214.00	2,214.00
		Max I Limited - deemed equity	2,052.55	2,052.55
		Max I. Limited	54.40	54.40
		Max Square Limited - deemed equity	290.17	150.61
		Max Asset Services Limited - deemed equity	13.02	13.02
		Max Estates 128 Private Limited - deemed equity	57.82	57.82
		Max Towers Private Limited - deemed equity	388.70	340.95
		Max Towers Private Limited - deemed equity	-	17.71
		Total	**5,070.66**	**4,901.06**
10	**Trade payables and capital creditors**	Max India Limited	-	50.00
		New Delhi House Services Limited	0.55	-
		Delhi Guest House Limited	12.67	12.67
		Total	**13.22**	**62.67**
11	**Security deposit made**	Max Asset Services Limited	21.90	21.90
		Max Life Insurance Co. Limited	244.30	244.30
		Delhi Guest House Limited	15.00	15.00
		SKA Diagnostic Private Limited	9.37	9.37
		Total	**290.57**	**290.57**
12	**Investment outstanding**	Max Towers Private Limited	6,506.00	6,506.00
		Max Square Limited	5,610.49	3,571.00
		Pharmax Corporation Limited	6,073.05	6,073.05
		Max Estates 128 Private Limited	29,251.50	29,251.50
		Max Estates Gurgaon Limited	10.00	10.00
		Max I Limited	5.00	5.00
		Max Asset Services Limited	205.00	205.00
		Acreage Builders Private Limited	15,002.74	29,493.39
		Total	**62,663.78**	**75,114.94**

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

(Rs. In lakhs)

S.No	Nature of transaction	Particulars	As at June 30, 2023	As at March 31, 2023
13	Compulsorily convertible debentures	Max Towers Private Limited	7,103.03	6,826.94
		Max Square Limited	5,610.50	3,571.00
		Acreage Builders Private Limited	3,988.81	-
		Total	**16,702.34**	**10,397.94**
14	Guarantee fees	Pharmax Corporation Limited	5.85	91.81
		Total	**252.10**	**91.81**
15	Compulsorily convertible preference shares	Pharmax Corporation Limited	3,900.00	3,900.00
		Total	**3,900.00**	**3,900.00**
16	Security deposit (Received)	Max Asset Services Limited	16.31	59.66
		Pharmax Corporation Limited	40.00	-
		Total	**56.31**	**59.66**
17	Interest accrued on CCD	Max Square Limited	408.39	1,328.07
		Total	**408.39**	**1,328.07**
18	Guarantee fees receivable	Max Square Limited	-	68.92
		Total	-	**68.92**
19	Loan Outstanding	Max Estates 128 Private Limited	4,798.79	5,176.00
		Total	**4,798.79**	**5,176.00**

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

39 Disclosure required under Section 186 (4) of the Companies Act, 2013.

(a) Particulars of Loans given:

(Rs. In Lakhs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2023	Loan given	Loan repaid	Closing Balance as on June 30, 2023	Purpose
1	Max Towers Private limited	860.00	92.50	184.30	768.20	Operational Cash Flow requirement
2	Max Asset Services Limited	1,992.26	235.00	470.00	1,757.26	Operational Cash Flow requirement
3	Max I. Limited	522.70	14.00	13.00	523.70	Operational Cash Flow requirement
4	Pharmax Corporation Limited	4,094.15	80.00	327.62	3,846.53	Operational Cash Flow requirement
5	Max Estates Gurgaon Limited	5,176.00	4,825.90	7.90	9,994.00	Operational Cash Flow requirement
6	Acreage Builders Private Limited	4,730.03	25.00	4,200.01	555.02	Operational Cash Flow requirement
		17,375.14	5,272.40	5,202.83	17,444.71	

*also refer note 10(vi)

(b) Particulars of Guarantee given (maximum possible exposure):

(Rs. in Lakhs)

Sr. No	Name of the financial institutions / banks/NBFC	As at March 31, 2023	Guarantee given	Guarantee discharged	As at June 30, 2023	Purpose
1	IDFC First Bank	4,016.20	890.00	-	4,906.20	Corporate gurantee has been given for loan taken by Pharmax Corporation Limited and Max Towers Private Limited for construction of Max House Okhla
2	Axis Bank	21,998.13	2,000.00	-	23,998.13	Corporate gurantee has been given for loan taken for business purpose by Max Square Limited, subsidiary.
3	HDFC Bank / Bajaj Housing Finance	24,603.34	-	-	24,603.34	Corporate gurantee has been given for loan taken for business purpose by Max Towers Private Limited, subsidiary.
4	Aditya Birla Finance Limited	14,839.00	-	-	14,839.00	Corporate gurantee has been given for loan taken for business purpose by Max Estates 128 Private Limited, subsidiary.
		65,456.67	2,890.00	-	68,346.67	

(c) Particulars of Investments made in equity:

(Rs. in Lakhs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2023	Investment made	Investment redeemed	Closing Balance as on June 30, 2023	Purpose
	Investment in subsidiaries					
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	6,846.95	-	-	6,846.95	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,721.61	-	-	3,721.61	Strategic investment
3	Pharmax Corporation Limited	6,090.76	-	-	6,090.76	Strategic investment
4	Acreage Builders Private Limited	29,493.39	-	14,490.65	15,002.74	Strategic investment
5	Max Asset Services Limited	205.00	-	-	205.00	Strategic investment
6	Max I. Limited	2,057.55	-	-	2,057.55	Strategic investment
7	Max Asset Services Limited	6.72	-	-	6.72	ESOP
8	Max Estates 128 Private Limited	29,251.49	-	-	29,251.49	Strategic investment
9	Max Estates Gurgaon Limited	10.00	-	-	10.00	Strategic investment
10	Max Estates 128 Private Limited	57.82	-	-	57.82	Corporate guarantee
		77,741.29	-	14,490.65	63,250.64	

(d) Particulars of Investments made in debentures:

(Rs. in Lakhs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2023	Investment made	Investment redeemed	Closing Balance as on June 30, 2023	Purpose
	Investment in subsidiaries					
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	26,020.00	-	-	26,020.00	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,571.00	-	-	3,571.00	Strategic investment
3	Max I. Limited	54.40	-	-	54.40	Strategic investment
4	Max Asset Services Limited	2,214.00	-	-	2,214.00	Strategic investment
5	Acreage Builders Private Limited	-	3,988.81	-	3,988.81	Strategic investment
		31,859.40	3,988.81	-	35,848.21	

(e) Particulars of Investments made in Preference Shares

(Rs. in Lakhs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2023	Closing Balance as on June 30, 2023	Purpose
1	Pharmax Corporation Limited	3,900.00	3,900.00	Strategic investment

also refer note 40

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40 Business Combination

The Composite Scheme of Amalgamation and Arrangement ('Scheme') amongst Max Ventures and Industries Limited ('Transferor Company') and Max Estates Limited ('Company' or 'Transferee Company') and their respective shareholders and Creditors was filed during the previous year under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order dated July 03, 2023 approved the aforesaid Scheme. As per the Scheme, the merger of Transferor Company into Company has been accounted with effect from April 01, 2022 ('Appointed Date') to comply with the accounting treatment prescribed in the Scheme, which is in compliance with the MCA general circular no. 09/2019 dated August 21, 2019.

Being a common control business combination, Ind AS 103 Business Combinations requires the Company to account for business combination from the combination date (i.e., the date on which control has been transferred) or the earliest date presented in the financial statements, whichever is later.

Subsquent to the period end, SEBI granted the relaxation to the Company on from the applicability of Rule 19 (2)(b) of Securities Contract (Regulation) Rule 1957 for the listing of the shares on stock exchanges.

The impact of the scheme in these Ind AS financial statements is given below:

(a) All assets, liabilities and reserves of the transferor company have been recorded in the books of account of the Company at their existing carrying amounts and in the same form.

(b) To the extent that there are inter-company loans, advances, deposits, balances or other obligations as between the transferor Company and the Company, have been eliminated.

(c) Upon the coming into effect of this Scheme and in consideration of the transfer, 1 (one) equity shares of the face value of INR 10 each fully paid-up of the Company are required to be issued against every 1 (one) equity shares of INR 10 each fully paid-up held by the shareholders of the transferor company. Consequent to this, the Company shall issue 146,976,918 equity shares of INR 10 each fully paid-up for 146,976,918 equity shares of INR 10 each fully paid-up of Max Ventures and Industries Limited.

These shares have been disclosed as 'Share capital pending issuance' as at March 31, 2023 and as at June 30, 2023. These shares have been issued subsequent to the year ended March 31, 2023.

(d) The balance of assets and liabilities transferred from the transferor company as on April 01, 2022 are as follows:

Amounts in Rs. Lakhs

	Particulars	As at March 31, 2022	Inter company Elimination	As at April 01, 2022
1	**Non Current Assets**			
	Property, Plant and Equipment	509.44		509.44
	Intangible assets	0.84		0.84
	Right of Use assets	2,482.66		2,482.66
	Investements	82,017.31	(65,057.26)	16,960.05
	Other Financial asset	99.99		99.99
	Non-Current Tax assets	258.83		258.83
2	**Current Assets**			
	Trade receivable	180.11		180.11
	Investments	3,391.14		3,391.14
	Cash & cash equivalents	153.65		153.65
	Bank balances	37,732.62		37,732.62
	Loans	3,975.96	(2,667.00)	1,308.96
	Other financial asset	308.19		308.19
	Other current asset	95.84		95.84
	Total assets (A)	**1,31,206.58**	**(67,724.26)**	**63,482.32**
3	**Non Current Liabilities**			
	Lease liabilities	2,705.14		2,705.14
	Other finacial liabilities	20.00		20.00
	Long term provision	39.95		39.95
	Other non current liabilty	106.87		106.87
	Deferred tax liabilities (net)	1,793.92		1,793.92
4	**Current Liabilities**			
	Lease liabilities	133.40		133.40
	Trade payable	869.96		869.96
	Other financial liability	3.36		3.36
	Other current liability	265.65		265.65
	Short term provision	113.35		113.35
	Total Liabilties (B)	**6,051.60**	**-**	**6,051.60**
5	**Retained Earnings and Other Equity in same form (C)**			
	Capital reserve	13,042.52		13,042.52
	Security premium account	50,086.74		50,086.74
	Employee stock options outstanding	159.88		159.88
	Retained earnings	47,171.18		47,171.18
	Total (C)	**1,10,460.32**	-	**1,10,460.32**
	Total Liabilties and equity (B) + (C) = (D)	**1,16,511.92**	-	**1,16,511.92**
	Net Assets /Liabilities (A) - (D) = (E)	**14,694.66**	**(67,724.26)**	**(53,029.60)**
	Extinguishment of inter company liabilities/equity of the Company on account of merger			
	- Share capital	-	7,791.00	7,791.00
	- Compulsory Convertible Debentures (CCD)	-	57,266.26	57,266.26
	- Short term borrowings	-	2,667.00	2,667.00
	Total (F)	-	**67,724.26**	**67,724.26**
	Equity to be issed to shareholders of Transferor Company (G) = (E) - (F)	**14,694.66**	-	**14,694.66**
	Amount debted to capital reserve (H) = (E) + (F) - (G)	-	-	-

In addition to the above, the merger also requires the Company to file combined income tax return for the year ended March 31, 2023. Consequently, tax liability on combined basis has been recomputed by the Company, resulting in lower tax liability of ~Rs. 149 lakhs for the year ended March 31, 2023.

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Max Estates Limited
Notes forming part of the Standalone financial statements for the three months period ended June 30, 2023

42 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital attributable to the equity shareholders of the Group, securities premium and all other equity reserves. The primary objective of the Company's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The COmpany monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 30% to 60%. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, other bank balances.

43 DETAILS OF DUES TO MICRO AND SMALL ETERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of 'The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006' are as follows:

	As at June 30, 2023	As at March 31, 2023
i) The principal amount and the interest due thereon remaining unpaid to any supplier		
- Principal amount	41.11	Nil
- Interest thereon	Nil	Nil
ii) The amount of interest paid by the buyer in terms of section 18, along with the amounts of the payment made to the supplier beyond the appointed day.	Nil	Nil
iii) The 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 year) but without adding the interest specified under this act.	Nil	Nil
iv) The amount of interest accrued and remaining unpaid.	Nil	Nil
v) The 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 investor.	Nil	Nil

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSMED.

44 Other disclosure requirement of Schedule III of Companies Act, 2013:

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company does not have any transactions with companies that are struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with understanding (whether recorded in writing or otherwise) that Company shall :
  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
  (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were was taken.

(ix) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Company.

(x) The Company does not have borrowings from banks and financial institutions on the basis of security of current assets. Hence, company is not required to file the the quarterly returns or statements of current assets with banks and financial institutions.

(xi) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(xii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(xiii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year, other than as mentioned in Note 40.

(xiv) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xv) The figures have been rounded off to the nearest Lakhs of rupees up to two decimal places. The figure 0.00 wherever stated represents value less than Rs. 50,000/-.

As per our report of even date

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044

S.R. Batliboi & Co. LLP ★ Gurugram ★

Place : Gurugram
Date: October 19, 2023

For and on behalf of the Board of Directors of Max Estates Limited

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place : Noida
Date: October 19, 2023

S.R. BATLIBOI & CO. LLP
Chartered Accountants

4th Floor, Office 405
World Mark - 2, Asset No. 8
IGI Airport Hospitality District, Aerocity
New Delhi - 110 037, India
Tel : +91 11 4681 9500

INDEPENDENT AUDITOR'S REPORT

To the Members of Max Estates Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Max Estates Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other 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 standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone 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 together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of matter

We draw attention to note 37 of the standalone Ind AS financial statements which states that the merger has been accounted from the Appointed date i.e. April 01, 2022 defined in the Composite scheme of amalgamation and arrangement. However, being a common control business combination, Ind AS 103, Business Combinations requires the Company to account for the business combination from the combination date (i.e., the date on which control has been transferred) or from the earliest date presented in the standalone Ind AS financial statements, whichever is later. Therefore, comparative financial information for previous year ended March 31, 2022 has not been restated since the scheme prevails over the applicable accounting requirements. Our opinion is not modified in respect of this matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we

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S.R. Batliboi & Co. LLP, a Limited Liability Partnership with LLP Identity No. AAB-4294
Regd. Office : 22, Camac Street, Block 'B', 3rd Floor, Kolkata-700 016

do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. The Board's report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibility of Management for the Standalone 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 standalone Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 control relevant to the audit in order to design audit procedures

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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 with reference to standalone Ind AS financial statements 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 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 standalone 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Other Matter

The standalone Ind AS financial statements of the Company for the year ended March 31, 2022, included in these standalone Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 16, 2022.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, 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 accountas 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 the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

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(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to 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 standalone Ind AS financial statements – Refer Note 30 to the standalone 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.

iv. a) The management has represented that, to the best of its knowledge and belief, and as disclosed in the note 45 to the standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, and as disclosed in the note 45 to the standalone Ind AS financial statements, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to

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believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 01, 2023, reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S. R. BATLIBOI & CO. LLP
NEW DELHI

per Pravin Tulsyan
Partner
Membership Number: 108044
UDIN: 23108044BGYZJB3299
Place of Signature: Gurugram
Date: August 18, 2023

Annexure 1 referred to in paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our audit report of even date

Re: Max Estates Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i)(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and investment property.

(i)(a)(B) The Company has maintained proper records showing full particulars of intangible assets.

(i)(b) All property, plant and equipment have not been physically verified by the management during the year but there is regular programme of annual verification, wherein each item of the property, plant and equipment is verified at least once in three years. In our opinion, such programme of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(i)(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(i)(d) The Company has not revalued its property, plant and equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(i)(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii)(a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.

(ii)(b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii)(a) During the year the Company has provided loans and stood guarantee as follows:

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(Amount in Rs. lakhs)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year - Subsidiaries	76,859.50	-	12,948.22	-
Balance outstanding as at balance sheet date in respect of above cases - Subsidiaries	65,456.67	-	17,375.14	-

During the year the Company has not provided loans, advances in the nature of loans, stood guarantees and provided security to firms, Limited Liability Partnerships or any other parties.

(iii)(b) During the year, the investments made and guarantees provided to companies are not prejudicial to the Company's interest. During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to firms, Limited Liability Partnerships or any other parties.

(iii)(c) The loans granted during the year to companies, are repayable on demand and no such loan has been demanded for repayment during the year. The Company has not granted loans and advances in the nature of loans to firms, Limited Liability Partnerships or any other parties.

(iii)(d) There are no amounts of loans granted to companies which are overdue for more than ninety days. The Company has not granted loans or advances in the nature of loans to firms, Limited Liability Partnerships or any other parties.

(iii)(e) There were no loans to companies which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties. There were no loans or advance in the nature of loan granted to firms, Limited Liability Partnerships or any other parties.

(iii)(f) As disclosed in the standalone Ind AS financial statements, the Company has granted loans, repayable on demand to companies. Of these following are the details of the aggregate amount of loans granted to related parties as defined in clause (76) of section 2 of the Companies Act, 2013:

(Amount in Rs. lakhs)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans - Repayable on demand	17,375.14	-	17,375.14
Percentage of loans to the total loans	100%	-	100%

The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to firms, Limited Liability Partnerships or any other parties. Also, none of these loans are granted to promoters.

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(iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order insofar as it relates to section 185 of the Act is not applicable to the Company. Loans, investments, guarantees and security in respect of which provisions of section 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to construction industry, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii)(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

We have been informed by the management of the Company that due of sales-tax, service tax, duty of customs, duty of excise, value added tax, are not applicable to the Company.

(vii)(b) The dues of value added tax have not been deposited on account of any dispute, are as follows:

Name of the statute	**Nature of the dues**	**Amount (in Rs. Lakhs)**	**Period to which the amount relates**	**Forum where the dispute is pending**	**Remarks, if any**
Uttarakhand VAT Act, 2005	Value Added Tax	21.24	AY 2016-17	Joint Commissioner (Appeals)	Net of amount deposited under protest

There are no dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, cess, and other statutory dues which have not been deposited on account of any dispute.

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NEW DELHI

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(ix)(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix)(c) Term loans were applied for the purpose for which the loans were obtained.

(ix)(d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(ix)(e) On an overall examination of the standalone Ind AS financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any associate or joint venture.

(ix)(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company does not have any associate or joint venture. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x)(a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(x)(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi)(a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(xi)(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(xi)(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.

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(xiv)(a) The Company has an internal audit system commensurate with the size and nature of its business.

(xiv)(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(xvi)(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(xvi)(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India (RBI). Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(xvi)(d) The Group does not have more than one CIC as part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

(xviii) The previous statutory auditors of the Company have resigned during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

(xix) On the basis of the financial ratios disclosed in note 40 to the standalone Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

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NEW DELHI

(xx)(a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 25 to the standalone Ind AS financial statements.

(xx)(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 25 to the standalone Ind AS financial statements.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S. R. BATLIBOI & CO. LLP NEW DELHI

per Pravin Tulsyan
Partner
Membership Number: 108044
UDIN: 23108044BGYZJB3299
Place of Signature: Gurugram
Date: August 18, 2023

Annexure 2 to the independent auditor's report of even date on the standalone Ind AS financial statements of Max Estates Limited

Report on the Internal financial controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone Ind AS financial statements of Max Estates Limited ("the Company") as of March 31, 2023, in conjunction with our audit of the standalone 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 ("ICAI"). 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 the 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 with reference to these standalone Ind AS financial statements 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") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 with reference to these standalone Ind AS financial statements 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 with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone Ind AS financial statements included obtaining an understanding of internal financial controls with reference to these standalone Ind AS financial statements, 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 with reference to these standalone Ind AS financial statements.

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Meaning of Internal Financial Controls with reference to these standalone Ind AS financial statements

A company's internal financial controls with reference to standalone Ind AS financial statements 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 controls with reference to standalone Ind AS financial statements 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 with reference to these standalone Ind AS financial statements

Because of the inherent limitations of internal financial controls with reference to standalone Ind AS financial statements, 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 with reference to standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control with reference to standalone Ind AS financial statements 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, the Company has, in all material respects, adequate internal financial controls with reference to standalone Ind AS financial statements and such internal financial controls with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2023, 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 issued by the ICAI.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

S. R. BATLIBOI & CO. LLP
NEW DELHI

per Pravin Tulsyan
Partner
Membership Number: 108044
UDIN: 23108044BGYZJB3299
Place of Signature: Gurugram
Date August 18, 2023

Max Estates Limited
CIN - U70200PB2016PLC040200
Standalone Balance sheet as at March 31, 2023

(Rs. In Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022 (also refer note 37)
ASSETS			
Non-current assets			
Property, plant and equipment	3 (i)	566.40	114.92
Investment properties	3 (ii)	7,041.94	7,451.46
Intangible assets	4 (i)	333.02	3.45
Right-of-use assets	4 (ii)	1,317.55	-
Financial assets			
(i) Investment	5	1,00,508.72	50,003.88
(ii) Other bank balances	6	335.35	239.37
(iii) Other financial assets	7	4,582.58	1,492.54
Non-current tax assets	8	771.72	350.14
Other non current assets	9	24.37	603.41
Deferred tax assets	26	205.07	86.51
		1,15,686.72	**60,345.68**
Current assets			
Inventories	10	195.10	1,345.25
Financial assets			
(i) Trade receivables	11(i)	394.02	162.94
(ii) Investment	11(ii)	10,414.79	-
(iii) Cash and cash equivalents	11(iii)	155.61	56.05
(iv) Bank balances other than (iii) above	11(iv)	1,389.79	3,304.51
(v) Loans	11(v)	17,375.14	3,089.57
(vi) Other financial assets	11(vi)	604.81	201.41
Other current assets	12	872.09	333.69
		31,401.35	**8,493.42**
TOTAL ASSETS		**1,47,088.07**	**68,839.10**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13(i)	-	7,791.00
Share capital pending issuance	13(i)	14,710.36	-
Other equity	13(ii)	1,08,650.83	52,800.40
Total equity		**1,23,361.19**	**60,591.40**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	14 (i)	9,731.84	3,661.88
(ii) Lease liabilities	14 (ii)	3,488.51	-
(iii) Other financial liabilities	14 (iii)	1,440.75	852.34
Provisions	15	119.21	56.82
		14,780.31	**4,571.04**
Current liabilities			
Financial liabilities			
(i) Borrowings	16 (i)	7,071.22	2,830.10
(ii) Lease liabilities	16 (ii)	236.66	
(iii) Trade payables	16 (iii)		
(a) Total outstanding dues of micro enterprises and small enterprises		-	4.63
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		977.21	307.96
(iv) Other financial liabilities	16 (iv)	265.90	107.66
Other current liabilities	17	198.31	343.56
Provisions	18	197.27	82.75
		8,946.58	**3,676.66**
TOTAL LIABILITIES		**23,726.89**	**8,247.69**
TOTAL EQUITY AND LIABILITIES		**1,47,088.07**	**68,839.10**
Summary of significant accounting policies	2-45		

The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044
Place: Gurugram
Date: 18/8/23

S. R. BATLIBOI & CO. LLP NEW DELHI

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)

DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place:
Date:

Max Estates Limited

Standalone statement of profit and loss for the year ended March 31, 2023

(Rs. In Lakhs)

	Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 37)
	INCOME			
I	Revenue from operations	19	4,929.23	3,901.22
II	Other income	20	4,955.96	1,046.49
III	**Total income (I+II)**		**9,885.19**	**4,947.71**
IV	**EXPENSES**			
	Decrease in inventories of work-in-progress and finished goods	21	1,138.84	1,850.95
	Employee benefits expense	22	1,750.73	598.73
	Finance costs	23	1,132.79	725.88
	Depreciation and amortization expense	24	514.11	144.47
	Other expenses	25	2,021.66	1,101.22
	Total expenses (IV)		**6,558.13**	**4,421.25**
V	**Profit before tax**		**3,327.06**	**526.46**
	Tax expenses	26		
	- Current tax		2,050.58	-
	- Deferred tax credit		(1,998.98)	-
	Total tax expense		**51.59**	-
	Profit after tax		**3,275.45**	**526.46**
VI	**Other comprehensive income**			
	Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
	Re-measurement losses on defined benefit plans	27	0.02	3.93
	Income tax effect		(0.01)	-
			0.01	3.93
	Other comprehensive income for the year		0.01	3.93
VII	**Total comprehensive income/(loss) for the year**		**3,275.46**	**530.39**
VIII	**Earnings per equity share (Nominal Value of share Rs.10/-) (refer note 28)**			
	Basic (Rs.)		2.23	0.67
	Diluted (Rs.)		2.22	0.12
	Summary of significant accounting policies	2-45		

The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044
Place: Gurugram
Date: 18/5/23

S.R. BATLIBOI & CO. LLP NEW DELHI

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place:
Date:

Max Estates Limited
Standalone Statement cash flows for year ended March 31, 2023

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 37)
Cash flow from operating activities		
Profit/(Loss) before tax	3,327.06	530.39
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation & amortization of property, plant and equipment and intangible assets	514.15	144.47
Interest in NCD	(583.77)	-
Employee stock option scheme expenses	100.60	39.57
Liability no longer required written back	(0.01)	(30.57)
Loss on disposal of property, plant and equipment	6.61	0.42
Unwinding of interest on security deposit	(10.67)	-
Interest income	147.42	(941.41)
Guarantee fee income	(89.45)	(14.72)
Fair value gain on financial instruments at fair value through profit or loss	(13.78)	-
Profit on sale of current investment	(1.034.81)	-
Profit on derecognition of right of use asset	(135.97)	-
Provision for doubtful advance written back	(1.062.00)	-
Finance costs (including fair value change in financial instruments)	1,140.24	682.60
Operating profit before working capital changes	**2,305.62**	**410.75**
Working capital adjustments:		
Increase/ (decrease) in trade payables	(203.68)	(369.19)
Increase/ (decrease) in long-term provisions	2.49	17.92
Increase/ (decrease) in other non current financial liabilities	136.48	-
Increase/ (decrease) in other non current liabilities	-	-
Increase/ (decrease) in deferred tax liability	-	-
Increase/ (decrease) in short-term provisions	21.16	-
Increase/ (decrease) in other current liabilities	(266.23)	(144.74)
Increase/ (decrease) in other financial liabilities	99.10	494.20
Decrease / (increase) in trade receivables	(50.97)	(112.31)
Decrease / (increase) in inventories	1,150.15	1,872.01
Decrease / (increase) in other current and non current assets	(483.05)	(506.62)
Decrease / (increase) in current and non current financial assets	(319.40)	(921.91)
Cash generated from operations	**2,391.67**	**740.11**
Income tax paid	(2.245.23)	(140.52)
Net cash flows used in operating activities	**146.44**	**599.59**
Cash flow from investing activities		
Purchase of property, plant and equipment (including intangible assets, CWIP and capital advances)	(357.79)	(77.04)
Proceeds from sale of property, plant and equipment	(29.71)	22.25
Investment in Subsidiary company	(44.293.93)	(281.60)
Sale of investment in subsidiary (net of expenses)	13,172 88	-
(Purchase)/Proceeds from sale of current investment	(7.041.03)	-
Loan repaid by subsidiaries	46.11	1,391.52
Loan given to subsidiaries	(1.313.89)	(3,247.17)
Investment in Investment property	34.49	(124.14)
Investment in Mutual Fund	(431.45)	-
Interest received	(660 44)	992.78
Investment in Right-of-use assets	271.95	-
Net movement in Deposit	39.647.34	1,747.71
Net cash flows used in investing activities	**(955.47)**	**424.31**
Cash flow from financing activities		
Proceeds from issuance of equity share capital including security premium, net of expenses incurred for shares issued	-	-
Repayment of lease liability (including interest)	(564.81)	-
Proceeds from issue of compulsorily convertible debentures	(0.01)	86.51
Loan to subsidiary company	(11,770.94)	-
Repayment of loan from subsidiary company	-	-
Interest paid	(1.036.05)	(686.44)
Proceeds from short-term borrowings from Holding/subsidiary company (net)	-	-
Proceeds from issuance of ESOPs including security premium	24.86	-
Repayment of borrowings	(410.74)	(512.50)
Proceeds from borrowings	14.512.63	(143.20)
Net cash flows from financing activities	**754.94**	**(1,255.63)**
Net decrease in cash and cash equivalents	(54.09)	(231.73)
Opening cash and cash equivalents on account of merger (refer note 37)	153.65	-
As at April 1, 2022 (post merger effect)	99.56	
Cash and cash equivalents at the beginning of the year	56.05	287.77
Cash and cash equivalents at year ended	**155.61**	**56.05**
Components of cash and cash equivalents:		

	As at March 31, 2023	As at March 31, 2022
Balances with banks:		
On current accounts	151.91	55.16
Cash on hand	3.70	0.89
	155.61	**56.05**

Summary of significant accounting policies 2-45
The accompanying notes are integral part of the financial statements

For and on behalf of the Board of Directors of Max Estates Limited

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Pravin Tulsyan**
Partner
Membership Number: 108044
Place : Gurugram
Date: 18/8/23

S.R. BATLIBOI & CO. LLP
NEW DELHI

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Place :
Date:

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Abhishek Mishra
(Company Secretary)

Max Estates Limited
Statement of changes in equity for the year ended March 31, 2023

a) Equity share capital

Particulars	Nos.	(Rs. In Lakhs)
As at April 1, 2021	**7,79,10,000**	**7,791.00**
Add: Equity share issued during the year	-	-
As at March 31, 2022*	**7,79,10,000**	**7,791.00**
Add: Equity share issued during the year	-	-
Less: Adjustments on account of merger (refer note 37)	(7,79,10,000)	(7,791.00)
As at March 31, 2023	-	-

b) Other equity

(Rs. In Lakhs)

Particulars	Other equity							Shares pending issuance (refer note 13 and 37)	Total equity
	Capital reserve	Securities premium account	Equity component on guarantee	Retained earnings	Employees Stock Options	Remeasurement Loss on defined benefit plan Other comprehensive income	Equity Component - Compulsorily Convertible Debentures (CCD)		
As at March 31, 2021	-	-	70.92	(5,107.26)	25.57	(9.79)	57,164.00	-	52,143.44
Profit for the year	-	-	-	526.46	-	-	-	-	526.46
Other comprehensive income for the year	-	-	-		-	3.93	-	-	3.93
Employee Stock Option Plans (ESOP) given during the year (refer note 33)	-	-	-	-	40.07	-	-	-	40.07
Equity component of compulsorily convertible debentures	-	-	86.51	-	-	-	-	-	86.51
As at March 31, 2022*	-	-	157.43	(4,580.80)	65.64	(5.86)	57,164.00	-	52,800.41
Add: Adjustment on account of merger (refer note 37)	13,042.52	50,086.75	(157.43)	46,560.18	94.24	-	(57,164.00)	14,694.66	67,156.92
As at April 1, 2022 (post merger effect)	13,042.52	50,086.75	-	41,979.38	159.88	(5.86)	-	14,694.66	1,19,957.33
Profit for the year	-	-	-	3,275.45	-	-	-	-	3,275.45
Other comprehensive income for the year	-	-	-	-	-	0.01	-	-	0.01
Issue of share capital	-	9.16	-	-	-	-	-	15.70	24.86
Equity portion of Compulsory Convertible Debentures (CCD)	-	-	-	5.48	-	-	-	-	5.48
Employee Stock Option Plans (ESOP) given during the year	-	-	-	-	98.06	-	-	-	98.06
Expiry of share options under Employee Stock Option Plans (ESOP) scheme	-	-	-	28.83	(28.83)	-	-	-	-
As at March 31, 2023	13,042.52	50,095.91	-	45,289.15	229.11	(5.85)	-	14,710.36	1,23,361.19

* also refer note 37

Summary of significant accounting policies 2-45

The accompanying notes are integral part of the financial statements

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner
Membership Number: 108044
Place: Gurgaon
Date: 18/8/23

S. R. BATLIBOI & CO. LLP NEW DELHI

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)
DIN: 00040000

Sahil Vachani
(Managing Director & Chief Executive
DIN: 00761695

Nitin Kumar Kansal
(Chief Financial Officer)

Abhishek Mishra
(Company Secretary)

Place
Date:

1. Corporate Information

Max Estates Limited (the Company) is a Company registered under Companies Act, 2013 and incorporated on March 22, 2016. The Company is engaged in the business of real estate development. Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab – 144533

During the year, the Company has completed the merger of Max Ventures and Industries Limited ('Transferor Company') (appointed date April 01, 2022) pursuant to the scheme of merger filed under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order dated July 03, 2023, approved the aforesaid Scheme. The comparative financial information for previous year ended March 31, 2022, has not been restated. Refer note 37 for further details related to merger.

The standalone Ind AS financial statements were authorised for issue in accordance with a resolution by the Board of directors of the Company on August 18, 2023.

2. Significant accounting policies

2A Basis of preparation

These standalone Ind AS financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013 (Ind AS Compliant Schedule III), as applicable to these separate standalone Ind AS financial statements.

The standalone Ind AS financial statements have been prepared on a historical cost basis, except for certain assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The standalone Ind AS financial statements are presented in INR and all values are rounded to nearest Lakhs (INR 00,000) except when otherwise indicated.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

2B Summary of significant accounting policies

a. 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:

a) Expected to be realized or intended to be sold or consumed in normal operating cycle;
b) Held primarily for the purpose of trading;
c) Expected to be realized within twelve months after the reporting period; or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

S. R. BATLIBOI & CO. LLP
NEW DELHI

A liability is current when:

a) It is expected to be settled in normal operating cycle;
b) It is held primarily for the purpose of trading;
c) It is due to settled within twelve months after the reporting period; or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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 realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Business Combinations

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Company. Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. The pooling of interest method is considered to involve the following:

(i) The assets and liabilities of the combining entities are reflected at their carrying amounts.
(ii) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies.
(iii) The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.
(iv) The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.

c. Property, Plant and Equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of GST credit availed wherever applicable. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal..Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

S. R. BATLIBOI & CO. LLP * NEW DELHI *

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.
Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on pro rata basis on straight-line method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

Assets	**Useful lives estimated by the management (years)**
Furniture and fixtures	10 Years
Office equipment	5 Years
Computers	6 Years
Vehicles	8 Years

Leasehold improvements are amortised over the period of lease.

d. Investment Property

Recognition and initial measurement:
Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are measured initially at their cost of acquisition including transaction costs The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Property held under lease is classified as investment property when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. 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 Group All other repair and maintenance costs are recognised in statement of profit and loss as incurred The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on investment properties is provided on the straight-line method, over the useful lives of the assets are as follows:

Asset category'	**Estimated life**
Buildings and related equipment	15 to 60
Plant & Machinery & other equipment	6 to 10

Estimated useful life of Leasehold land is over the period of lease

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Though the Company measures investment property using cost-based measurement, the fair value of investment properly is disclosed in the notes Fair values are determined based on an annual evaluation performed by the company applying a valuation model acceptable.

De-recognition
Investment properties are de-recognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of de-recognition.

Depreciation on investment property has been provided on straight line method over the useful life of assets Useful life of assets are as under

Building and related equipments	15 to 60 years
Plant & machinery, furniture & fixtures and other equipments	6 to 10 years

e. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed-off.

Intangible assets with finite useful life are amortized on a straight-line basis over their estimated useful life of 3-6 years.

f. Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use. The

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recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

g. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

The Company classified its financial assets in the following measurement categories: -

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets (other than equity in subsidiaries) are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Equity investment in subsidiaries are recognised at cost. Purchases or sales of financial assets that require delivery of assets within a time frame

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established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset. The difference between the transaction amount and amortised cost in case of interest free loan to subsidiaries based on expected repayment period is considered as deemed investment.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

a) Debt instruments at amortized cost
b) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

(i) Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to released its fair value change), and

(ii) Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the company estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at Fair value through profit and loss

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Equity investments of other entities

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the

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cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Investment in Compound Financial Instruments issued by subsidiaries
Company considers issuance of Zero Coupon Non-Convertible Debentures by subsidiary as compound instrument comprising a loan with market terms and a capital injection and hence treat the difference between the cash paid and fair value on initial recognition as an addition to the investment in the subsidiary and presented separately as 'Equity component of Zero Coupon Non-Convertible Debentures under 'Non-Current Investments'. Equity Component is not subsequently remeasured.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

    a) the Company has transferred the rights to receive cash flows from the financial assets or
    b) the Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through agreement, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure.

- Financial assets measured at amortised cost; e.g. Loans, Security deposits, trade receivable, bank balance, other financial assets etc;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);
- Financial guarantee contracts are which are not measured at fair value through profit or loss (FVTPL)

The Company follows “simplified approach” for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on

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the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for estimates. At every reporting date, the historical observed default rates are updated and changes in the estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12-months ECL.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the its operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial liabilities at amortised cost (Loans and borrowings)

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

h. Investment in subsidiaries

The investment in subsidiaries are carried at cost as per IND AS 27. Investment carried at cost is tested for impairment as per IND AS 36. An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee.

On disposal of investment, the difference between it carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

i. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Revenue is recognised over time if either of the following conditions is met:

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a. Buyers take all the benefits of the property as real estate company construct the property.

b. Buyers obtain physical possession of the property.

c. The property unit to be delivered is specified in the contract and real estate entity does not have an alternative use of the unit, the buyer does not have the discretion to terminate the contract and the entity has right to payment for work completed to date Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

In case none of these conditions is met, revenue would be recognised at a point in time when the control of the property is passed on to the customer.

Revenue from shared services
Revenue is recognised over period of time in respect of shares services on an accrual basis, in accordance with the terms of the respective contract as and when the Company satisfies performance obligations by delivering the services as per contractually agreed terms.

Revenue from project management consultancy / secondment
Revenue from project management consultancy / secondment is recognized as per the terms of the agreement on the basis of sei vices rendered

Gain on sale of investments
On disposal of an investment, the difference between the carrying amount and net disposal proceeds is recognised to the profit and loss statement.

Interest and direct expenditure attributable to specific projects are capitalized in the cost of project, other interest and indirect costs are treated as 'Period Cost' and charged to Profit & Loss account in the period in which it is incurred.

All other incomes and expenditures are accounted for on accrual basis.

j. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except:

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- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

k. Borrowing costs

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset is substantially ready for their intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

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l. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (d) Impairment of non-financial assets.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a sub lessor

The Company is intermediate lessor as it subleases an asset leased from another lessor (the 'head lessor'). The Company classifies the sublease as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. That is, the Company treats the right-of-use asset as the underlying asset in the sublease, not the underlying asset that it leases from the head lessor. At the commencement date of the sublease, if the Company cannot readily determine the interest rate implicit in the sublease, then it uses the discount rate that it uses for the head lease to account for the sublease, adjusted for any initial direct costs associated with the sublease. However, if the head lease is a short-term lease for which the company, as a lessee, has elected the short-term lease exemption, then the company classifies the sublease as an operating lease.

m. Provision and contingent liabilities

Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value (except where time value of money is material) and are determined based on the best estimate required to settle the obligation at the reporting date when discounting is used, the increase in provision due to passage of time is recognised as finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

n. Retirement and other employee benefits

Provident fund

The Company contributed to employee's provident fund benefits through a trust "Max Financial Services Limited Provident Fund Trust" managed by Max Financial Services Limited (erstwhile Max India Limited) whereby amounts determined at a fixed percentage of basic salaries of the employees are deposited to the trust every month. The benefit vests upon commencement of the employment. The

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interest rate payable by the trust to the beneficiaries every year is notified by the government and the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company has obtained actuarial valuation to determine the shortfall, if any, as at the Balance Sheet date.

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets).

The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

a) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.
b) Net interest expenses or income

Compensated absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the yearend. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period 12 months, the same is presented as non-current liability.

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service up to the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

Long term incentive plan

The Company has a long-term incentive plan for certain employees. The Company recognises benefit payable to employee as an expenditure, when an employee renders the related service on actual basis.

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o. Share-based payments

Employees of the Company receive remuneration in the form of share-based payment transaction, whereby employees render services as a consideration for equity instruments (equity- settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value at the grant date using a binomial model. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognized in employee benefits expense.

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p. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

q. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equities shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of shares outstanding during the year adjusted for the effects of all potential equity shares.

r. Foreign currencies

Items included in the standalone Ind AS financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The Company's standalone Ind AS financial statements are presented in Indian rupee ('Rs.') which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

s. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
a) In the principal market for the asset or liability, or

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b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient date are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the restated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring and non-recurring fair value measurement measured at fair value.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.
- Disclosures for valuation methods, significant estimates and assumptions (note 32)
- Quantitative disclosures of fair value measurement hierarchy (note 32)
- Financial instruments (including those carried at amortised cost) (note 32)

2C Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone Ind AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

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Other disclosures relating to the Company's exposure to risks and uncertainties includes:

- Capital management Note 41
- Financial risk management objectives and policies Note 36A

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone Ind AS financial statements.

(a) Determining the lease term of contracts with renewal and termination options - Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset)

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 30.0

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(b) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Company use Net asset value for valuation of investment in mutual fund. Refer note 32 related to fair valuation disclosures

(c) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. the Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

(e) Share based payments

The Company initially measures the cost of cash settled transactions with employees using a binomial model to determine the fair value of the liability incurred. Estimating fair value for share based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. For cash settled share-based payment transactions, the liability needs to be remeasured at the end of each reporting period up to the date of settlement, with any changes in fair value recognized in the profit or loss. This requires a reassessment of the estimates used at the end of each reporting period. The assumptions and models used for estimating fair value for share based payment transactions are disclosed in note 30.1.

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RECENT ACCOUNTING PRONOUNCEMENTS

Amended standards adopted by the company

(i) Reference to the Conceptual Framework – Amendments to Ind AS 103

The amendments replaced the reference to the ICAI's "Framework for the Preparation and Presentation of Financial Statements under Indian Accounting Standards" with the reference to the "Conceptual Framework for Financial Reporting under Indian Accounting Standard" without significantly changing its requirements.

The amendments also added an exception to the recognition principle of Ind AS 103 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets or Appendix C, Levies, of Ind AS 37, if incurred separately. The exception requires entities to apply the criteria in Ind AS 37 or Appendix C, Levies, of Ind AS 37, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

These amendments had no impact on the financial statements of the company as there were no contingent assets, liabilities or contingent liabilities within the scope of these amendments that arose during the period.

(ii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

The amendments modified paragraph 17(e) of Ind AS 16 to clarify that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the statement of profit and loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.
The amendments are effective for annual reporting periods beginning on or after 1 April 2022. These amendments had no impact on the standalone financial statements of the company as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

(iii) Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

These amendments had no impact on the financial statements of the company as there were no modifications of the company's financial instruments which were covered by amendment.

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(iv) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

An onerous contract is a contract under which the unavoidable of meeting the obligations under the contract costs (i.e., the costs that the Group cannot avoid because it has the contract) exceed the economic benefits expected to be received under it.
The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

Standards issued but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective from 01 April 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the company financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.
The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and

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decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.
The company is currently assessing the impact of the amendments.

Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

3 (i) Property, plant and equipment (PPE)

(Rs. In Lakhs)

	Office equipment	Furniture and fixture	Motor vehicles	Computers and data processing units	Leashold Improvement	Total
Gross Block						
As at April 1, 2021	2.26	1.02	95.65	36.33	-	135.26
Additions	-	-	35.61	19.48	-	55.10
Disposals	-	-	-	22.67	-	22.67
As at March 31, 2022*	2.26	1.02	131.26	33.14	-	167.68
Add: adjustments on account of merger (refer note 37)	9.57	72.47	174.55	65.79	392.01	714.39
As at April 1, 2022 (post merger effect)	11.83	73.49	305.81	98.93	392.01	882.07
Additions	23.35	63.54	42.39	48.77	200.91	378.96
Disposals	6.08	67.20	-	38.07	383.66	495.01
As at March 31, 2023	29.10	69.83	348.20	109.63	209.26	766.02
						-
Accumulated Depreciation						-
As at April 1, 2021	1.63	0.28	23.90	26.41	-	52.22
Additions	0.31	0.10	13.97	7.70	-	22.08
Disposals	-	-	-	21.52	-	21.53
As at March 31, 2022*	1.93	0.38	37.87	12.59	-	52.76
Add: adjustments on account of merger (refer note 37)	6.56	20.84	41.50	39.54	96.51	204.95
As at April 1, 2022 (post merger effect)	8.49	21.22	79.37	52.13	96.51	257.71
Additions	3.84	10.07	37.53	24.65	39.84	115.94
Disposals	4.22	25.29	-	24.02	120.49	174.03
As at March 31, 2023	8.11	6.00	116.90	52.76	15.86	199.62
						-
Net carrying amount						-
As at March 31, 2023	20.99	63.83	231.30	56.88	193.40	566.40
As at March 31, 2022*	0.33	0.64	93.39	20.56	-	114.92

Refer note 14 for charge created against property, plant and equipment.
* also refer note 37

Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

3 (ii) Investment properties

	Investment Property
Gross Block	
As at April 1, 2021	7,494.95
Additions	124.15
Disposals/capitalised during the year	-
As at March 31, 2022*	7,619.10
Add: adjustments on account of merger (refer note 37)	406.37
As at April 1, 2022 (post merger effect)	8,025.47
Additions	119.97
Disposals/capitalised during the year	-
As at March 31, 2023	7,332.70
Accumulated Depreciation	
As at April 1, 2021	48.01
Additions	119.63
Disposals	-
As at March 31, 2022*	167.64
Additions	123.12
Disposals	-
As at March 31, 2023	290.76
Net carrying amount	
As at March 31, 2023	7,041.94
As at March 31, 2022*	7,451.46

Notes:
(i) Contractual obligations
Refer note 30 for disclosure of contractual commitments for the acquisition of investment properties.

(Rs. In Lakhs)

(ii) Amount recognised in profit and loss for investment properties	**March 31, 2023**	**March 31, 2022**
Rental income	717.73	353.83
Less: Direct operating expenses generating rental income	62.45	328.24
Profit from leasing of investment properties	655.28	25.59
Less: depreciation expense	127.51	123.70
Profit/(loss) from leasing of investment properties after depreciation	527.77	(98.11)

(iii) Fair value
Fair value hierarchy and valuation technique
The fair value of investment property has been determined by the company internally, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value has been arrived using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental of 15% on every 3 years, vacancy rate of 3% and discount rate of 12.00%.

Reconciliation of fair value:	**(Rs. In Lakhs)**
Opening balance as at April 1, 2021	Rs.8,500 to 10,000 Lakhs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at March 31, 2022*	Rs.8,500 to 10,000 Lakhs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at March 31, 2023	Rs.8,500 to 10,000 Lakhs

Valuation models applied for valuation:
Discounted cash flow method - net present value is determined based on projected cash flows discounted at an appropriate rate
* also refer note 37

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

4 (i) Other Intangible assets

(Rs. In Lakhs)

Particulars	Computer software	Total
Gross Block		
As at April 1, 2021	**17.43**	**17.43**
Additions	0.42	0.42
Disposals	-	-
As at March 31, 2022*	**17.85**	**17.85**
Additions	337.07	337.07
Disposals	-	-
As at March 31, 2023	**354.91**	**354.91**
Amortization		
As at April 1, 2021	**11.65**	**11.65**
Additions	**2.75**	**2.75**
Disposals	-	-
As at March 31, 2022*	**14.40**	**14.40**
Additions	7.49	7.49
Disposals	-	-
As at March 31, 2023	**21.89**	**21.89**
		-
Net carrying amount		-
As at March 31, 2023	**333.02**	**333.02**
As at March 31, 2022*	**3.45**	**3.45**

*also refer note 37

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

4 (ii) Right of use assets

The Company has lease contracts for buidlings from related parties. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company is restricted from assigning or sub leasing the leased assets.

The carrying amounts of right-of-use assets recognised and the movements during the year:

(Rs. In Lakhs)

Particulars	Building	Total
As at April 01, 2022	-	-
Additions	-	-
Depreciation expense	-	-
As at March 31, 2022**	-	-
Add: adjustments on account of merger (refer note 37)	**2,482.66**	**2,482.66**
As at April 1, 2022 (post merger effect)	**2,482.66**	**2,482.66**
Additions	1,153.42	1,153.42
Deletion*	(2,050.96)	(2,050.96)
Depreciation expense	(267.57)	(267.57)
As at March 31, 2023	**1,317.55**	**1,317.55**

*During the year, the Company has sub-leased its premises and has assessed that this sub-lease fulfills the criteria of a finance lease as per Ind AS 116. Consequently, the Company has recognised lease receivables from sub-lease in its books and has de-recognised the leasehold improvements as well as right of use asset related to the original lease. Consequently, an amount of Rs. 135.97 Lakhs has been recognised as profit on de-recognition of right of use assets under the head 'Other income'.

The carrying amounts of lease liabilities and the movement during the year:

(Rs. in Lakhs)

Particulars	Building	Total
As at April 01, 2021	-	-
Additions	-	-
Accretion of interest	-	-
Payments	-	-
As at March 31, 2022**	-	-
Add: adjustments on account of merger (refer note 37)	2,838.53	2,838.53
As at April 1, 2022 (post merger effect)	**2,838.53**	**2,838.53**
Additions	1,074.17	1,074.17
Accretion of interest	377.56	377.56
Payments	(565.09)	(565.09)
As at March 31, 2023	**3,725.17**	**3,725.17**

Classification of lease liabilities into Current and Non-Current:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022**
Current lease liabilities	236.66	-
Non-current lease liabilities	3,488.51	-
Total	**3,725.17**	-

The details regarding the maturity analysis of lease liabilities as at March 31, 2023 and March 31, 2022** on an undiscounted basis:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022**
Within one year	541.06	-
After one year but not more than five years	2,380.33	-
More than five years	1,837.03	-
Total	**4,758.42**	-

Considering the lease term of the leases, the effective interest rate for lease liabilities is 11%.
The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022**
Depreciation expense of right-of-use assets	267.57	-
Interest expense on lease liabilities	377.56	-
Rent expenses	13.12	
Total amount recognised in profit or loss	**658.25**	-

** also refer note 37

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

5. Non Current financial assets
Investment

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022 #
Investment in equity instrument (value at cost)		
Investments in subsidiaries		
Unquoted equity shares		
(a) Max Towers Private Limited		
6,50,60,000 Equity shares of Rs. 10 each fully paid up (March 31, 2022 - 6,50,60,000 Equity Shares)	6,506.00	6,506.00
(b) Max Square Limited		
5,89,51,600 Equity shares of Rs 10 each fully paid up (March 31, 2022 - 3,57,10,000 Equity shares)	5,895.16	3,571.00
(c) Pharmax Corporation Limited		
(4,71,22,747 Equity shares of Rs. 10 each fully paid up (March 31, 2022 - 4,71,22,747 Equity shares)	6,073.05	6,073.05
(d) Max Asset Services Limited		
2,050,000 (March 31, 2022 - Nil) Equity shares of Rs. 10 each fully paid up	205.00	-
(e)Max I Limited		
50,000 (March 31, 2022 - Nil) Equity shares of Rs. 10 each fully paid up	5.00	-
(f) Max Estates 128 Private Limited		
29,25,15,000 (March 31, 2022 - Nil) Equity shares of Rs. 10 each fully paid up	29,251 50	-
(g) Acreage Builders Private Limited		
29,49,33,900 (March 31, 2022 - Nil) Equity shares of Rs. 10 each fully paid up	29,493.39	-
(h) Max Estates Gurgaon Limited		
100,000 (March 31, 2022 - Nil) Equity shares of Rs 10 each fully paid up	10.00	-
Cumulative Convertible Preference Shares		
(a) Pharmax Corporation Limited		
(3,00,000 10% Cumulative Convertible Preference shares of Rs 100 each fully paid up (March 31, 2022- 3,00,000)	3,900.00	3,900 00
Unquoted Compulsory Convertible Debentures		
(a) Max Towers Private Limited		
6,972 Debentures of Rs. 1,00,000 each fully paid up (March 31, 2022- 26,020 Debentures)	6,972.58	26,020
(b) Max Square Limited		
5,32,50,000 Debentures of Rs. 10 each fully paid up (March 31, 2022- 3,57,10,000 Debentures)	5,325 84	3,571 00
Investment in NCD Equity portion of Max Towers Private Limited	1,370 18	-
Max Asset Services Limited		
2,214 (March 31, 2022 - Nil) Zero Coupon Compulsory Convertible Debentures of Rs. 100,000 each fully paid up##	2,214.00	-
Max I Limited		
Equity portion of 51 (March 31, 2022 - Nil) Zero Coupon Non Convertible Debentures of Rs 100,000 each fully paid up (net of deferred tax)	2,106.96	-
c) Additional investments on account of Employee Stock Option and guarantee given on behalf of subsidiary		
(i) Max Towers Private Limited (formerly known as Wise Zone Builders Private Limited)	388.70	47.75
(ii) Max Square Limited (formerly known as Northern Propmart Solutions Limited)	283.88	57 87
(iii) Equity portion of interest-free loan to Pharmax Corporation Limited (net of deferred tax)	9.19	-
(iv) Additional investment in Max Asset Services Limited	13.02	-
(v) Additional investment in MEL 128	57.82	-
(vi) Pharmax Corporation Limited	427.46	257.20
	1,00,508.72	**50,003.88**
Aggregate book value of unquoted investments	1,00,508.72	50,003.88
Aggregate book value of at cost	1,00,508.72	50,003 88

2,214 (March 31, 2022 - 2,214) Zero coupon compulsory convertible debentures remain outstanding 60 months from the date of their issue and allotment shall be compulsory converted into 22,140,000 equity shares.

* Additional investments include guarantee given by the Company on behalf of its subsidiaries Max Towers Private Limited -loan of Rs. 24,603.34 Lakhs (March 31, 2022: Rs. 8,213.07 Lakhs) (Sanctioned limit as at March 31, 2023 Rs. 24,900.00 Lakhs, March 31, 2022: Rs. 11,700 Lakhs) from HDFC Bank Limited and ICICI bank respectively, Pharmax Corporation Limited -loan of Rs. 4,016.20 Lakhs (March 31, 2022: Rs. 792.57 Lakhs) (Sanctioned limit as at March 31, 2023 and March 31, 2022: Rs.6,500.00 Lakhs and Nil respectively) from IDFC First Bank Limited, Max Square Limited -loan of Rs. 21,998.13 Lakhs (March 31, 2022: Rs. 12,855.95.00 Lakhs) (Sanctioned Limit as at March 31, 2023 and March 31, 2022- Rs. 24,000.00 Lakhs from Axis Bank) and Max 128 Limited -loan of Rs. 14,839.00 Lakhs (March 31, 2022: Nil) (Sanctioned Limit as at March 31, 2023 Rs. 15,000.00 Lakhs and March 31, 2022: Nil) from Aditya Birla Finance Bank respectively. Also refer Note 30.

also refer note 37

6. Other bank balances		
Deposits with remaining maturity for more than 12 months	335.35	239.37
	335.35	**239.37**
Non Current financial assets		
7. Other financial assets		
Security deposits	171.93	29.90
Rent equalisation reserve	11.26	134.57
Lease receivable (refer note 4)	2,384.75	-
Interest accrued on CCD's	2,014.64	1,328.07
	4,582.58	**1,492.54**
8 Non-current tax assets		
Tax deducted at source recoverable	771.72	350.14
	771.72	**350.14**
9 Other non current assets		
Deferred guarantee fee	24.37	52.86
Capital advances	-	550.55
	24.37	**603.41**
10 Inventories		
Work-in-process	186.75	186.75
Construction materials	8.35	19.66
Finished goods	-	1,138.84
	195.10	**1,345.25**

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022 #
11. Current financial assets		
(i) Trade receivables		
Unsecured:		
Unsecured, considered good *	394.02	162.94
	394.02	162.94

* includes Rs. 98.41 Lakhs (March 31, 2022: Rs. 150.14 Lakhs) due from related parties
Trade receivables are non-interest bearing and have average credit period of 60 days. No trade or other receivable are due from directors or others officers of the Company either severally or jointly with any other person. The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions. (Refer note 38(b))

Ageing of trade receivable as on 31 March 2023	Outstanding for following periods from due date of payment					
Undisputed Trade receivables – considered good	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2023	365.70	12.00	3.30	13.02	-	394.02
As on March 31, 2022 #	146.64	3.28	13.02	-	-	162.94

Particulars	As at March 31, 2023	As at March 31, 2022 #
(ii) Other investment		
Quoted mutual funds (valued at fair value through profit and loss)		
Axis Liquid Fund - Direct - Growth - Face value - Rs. 10	1,501.96	-
Units - 60,057, NAV - 2,500.89 (March 31, 2022 - Nil)		-
Aditya Birla Sun Life Liquid Fund - Direct - Growth - Face value - Rs. 10	1,502.25	-
Units - 4,13,748.56, NAV - 363.08 (March 31, 2022 - Nil)		-
SBI Liquid Fund - Direct - Growth- Face value - Rs. 10	1,501.95	-
Units - 42,629.04, NAV - 3,523.30 (March 31, 2022: Nil)		-
UTI Liquid Cash Plan - Direct - Growth- Face value - Rs. 10	1,502.17	-
Units: 40,613.46, NAV - 3,689.41 (March 31, 2022 - Nil)		-
DSP Liquid Fund - Direct - Growth- Face value - Rs. 10	2,361.16	-
Units: 59,205.73, NAV - 3213.09 (March 31, 2022: Nil)		-
Tata Liquid Fund- Face value - Rs. 10	2,045.29	-
Units - 57,590.82 , NAV - 3551.41 (March 31, 2022 - Nil)		
	10,414.79	-
Aggregate book value of quoted Invesment	10,414.79	-
Market value of quoted Investment	10,414.79	-

Mutual fund units were lien marked against letter of credit facility availed in Max Towers Private Limited of Rs.744 Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022 #
(iii) Cash and cash equivalents		
Balances with banks:		
On current accounts	151.91	55.16
Cash on hand	3.70	0.89
	155.61	56.05
(iv) Bank balances other than (iii) above		
Deposits with remaining maturity for more than 3 months but less than 12 months	1,389.79	3,304.51
	1,389.79	3,304.51
(v) Loans		
Loans to related parties (refer note 38b)**	17,375.14	3,089.57
	17,375.14	3,089.57

Loans to related parties are repayable on demand and carries interest ranging from Nil to 9.25% (March 31, 2022: Nil).

Particulars	As at March 31, 2023	As at March 31, 2022 #
(vi) Other financial assets		
Rent equalisation reserve	94.49	70.52
Interest accrued on deposits and others**	438.50	128.86
Security deposit	2.02	2.03
Lease receivable (refer note 4 (ii))	69.80	-
	604.81	201.41

**During the current financial year ended March 31, 2023, based on the recoverability assessment, the Company has reversed the provision of Rs. 1,062 lakhs created in respect of loan given to its subsidiary Max Asset Services Limited (MASL), which has been recognised as Other Income. The Company has also recognised the cumulative interest income of Rs. 356.34 lakhs in current financial year, which has been recognised under the head Revenue from operations.

Particulars	As at March 31, 2023	As at March 31, 2022 #
12. Other current assets		
(Unsecured, considered good)		
Advances:		
- to related party	447.75	36.37
- to others	29.62	14.33
Deferred guarantee fee	-	4.12
Prepaid expenses	64.45	95.67
Balance with statutory authorities	330.26	183.21
	872.09	333.69

also refer note 37

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13. Share capital and other equity
(i) Equity share capital

(Rs. In Lakhs)

Particular	As at March 31, 2023	As at March 31, 2022 #
a) Authorized**		
150,000,000 (March 31, 2022 - 150,000,000) equity shares of Rs.10/- each	15,000.00	7,800.00
	15,000.00	7,800.00
Issued, subscribed and fully paid-up*		
Zero equity shares of Rs.10/- each fully paid up (March 31, 2022 - 7,79,10,000 equity shares of Rs.10/- each)	-	7,791.00
Total issued, subscribed and fully paid-up share capital	-	7,791.00

*Subsequent to the year end and upon the coming into effect of the Scheme of amalgamation, and in consideration of the transfer, 1 (one) equity shares of the face value of INR 10 each fully paid-up of the Company are required to be issued against every 1 (one) equity shares of INR 10 each fully paid-up held by the shareholders of Max Ventures and Industries Limited. Consequent to this, the Company shall issue 146,946,000 equity shares of INR 10 each fully paid-up for 146,946,000 equity shares of INR 10 each fully paid-up of Max Ventures and Industries Limited.

These shares have been disclosed as 'Share capital pending issuance' as at March 31, 2023 and as at April 01, 2022.

**As an integral part of the scheme, and, upon the coming into effect of the scheme, the authorized share capital of the Company shall automatically stand increased, without any further act, instrument or deed on the part of the Company, such that upon the coming into effect of this scheme, the authorized share capital of the Company shall be INR 1,500,000,000/- divided into 150,000,000 equity shares of INR 10 each. Consequently, Clause V of the Memorandum of Association of the Company shall, upon the coming into effect of this scheme and without any further act or deed, be and stand altered, modified and substituted pursuant to section 13, 61 and 230 and 232 and other applicable provisions of the Act, as the case may be. Also refer note 37.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	March 31, 2023 No. of shares	March 31, 2023 (Rs. In Lakhs)	March 31, 2022 # No. of shares	March 31, 2022 # (Rs. In Lakhs)
At the beginning of the year	7,79,10,000	7,791.00	7,79,10,000	7,791.00
Add: Shares issued during the year	-	-	-	-
Less: adjustment in accordance with merger (refer note 37)	(7,79,10,000)	(7,791.00)	-	-
Outstanding at the end of the year	-	-	7,79,10,000	7,791.00

c) Terms and rights attached to 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 dividend if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
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.

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	March 31, 2023 No. of shares	March 31, 2023 % held	March 31, 2022 # No. of shares	March 31, 2022 # % held
Equity shares of Rs. 10 each fully paid-up				
Max Ventures & Industries Limited	-	-	7,79,09,994	99.9999%

e) Details of shares held by holding company

Name of the Shareholder	March 31, 2023 No. of shares	March 31, 2023 % held	March 31, 2022 # No. of shares	March 31, 2022 # % held
Equity shares of Rs. 10 each fully paid-up				
Max Ventures & Industries Limited	-	-	7,79,09,994	99.9999%

f) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date - NIL.

g) Shareholding of promoters

Shares held by promoters at the end of the year				
As at	Promoter Name	No. of shares	% of total shares	% Change during the year
March 31, 2023	Max Ventures & Industries Limited	-	-	100%
March 31, 2022 #	Max Ventures & Industries Limited	7,79,09,994	99.9999%	0%

also refer note 37

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(ii) Other equity

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022 #
Capital reserve (refer note a below)	13,042.52	-
Securities premium account (refer note b below)	50,095.91	-
Employee stock options outstanding (refer note c below)	229.11	65.64
Compulsorily Convertible Debentures (CCD) (refer note d below)	-	57,164.00
Equity component on guarantee (refer note e below)	-	157.43
Retained earnings (refer note f below)	45,289.15	(4,580.80)
Other comprehensive income (refer note g below)	(5.85)	(5.86)
	1,08,650.83	**52,800.40**

Notes:

a) Capital reserve		
Balance as at beginning of the year/year	-	-
Add: adjustments on account of merger (refer note 37)	13,042.52	-
As at April 1, 2022 (post merger effect)	**13,042.52**	
At the end of the year	**13,042.52**	-
b) Securities premium account		
At the beginning of the year	-	-
Add: adjustments on account of merger (refer note 37)	50,086.75	-
As at April 1, 2022 (post merger effect)	**50,086.75**	
Add: premium on issue of employee stock options	9.16	-
At the end of the year	**50,095.91**	-
c) Employee stock options outstanding		
At the beginning of the year	65.64	25.57
Add: adjustments on account of merger (refer note 37)	94.24	-
As at April 1, 2022 (post merger effect)	**159.88**	-
Add: expense recognized during the year	98.06	40.07
Less: expiry of share option under ESOP scheme	(28.83)	-
At the end of the year	**229.11**	**65.64**
d) Compulsorily Convertible Debentures (CCD)		
At the beginning of the year	57,164.00	57,164.00
Less: adjustment in accordance with merger (refer note 37)	(57,164.00)	-
As at April 1, 2022 (post merger effect)	-	
At the end of the year	-	**57,164.00**
e) Equity component on guarantee		
At the beginning of the year	157.43	70.92
Less: adjustment in accordance with merger (refer note 37)	(197.88)	-
As at April 1, 2022 (post merger effect)	(40.45)	
Add: additions on account equity created on guarantee fees & ESOP	40.45	-
Add: Tax impact on equity portion of interest free loan	-	86.51
At the end of the year	-	**157.43**
f) Retained earnings		
At the beginning of the year	(4,580.80)	(5,107.26)
Add: adjustments on account of merger (refer note 37)	46,560.18	-
As at April 1, 2022 (post merger effect)	**41,979.38**	-
Profit/(Loss) for the year	3,275.45	526.46
Equity portion of Compulsory Convertible Debentures (CCD)	5.48	-
Expiry of share options under Employee Stock Option Plans (ESOP) scheme	28.83	-
At the end of the year	**45,289.15**	**(4,580.80)**
g) Other comprehensive income		
At the beginning of the year	(5.86)	(9.79)
Add: adjustments on account of merger (refer note 37)	-	-
Re-measurement of post employment benefit obligation (net of tax) (item of OCI)	0.01	3.93
At the end of the year	**(5.85)**	**(5.86)**

Nature and purpose of reserves

a) **Capital reserve**
The Company recognises profit or loss on purchase, sale issue or cancellation of the Company's own equity instruments to Capital Reserve.

b) **Securities premium**
Securities Premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with provisions of the Companies Act, 2013.

c) **Employee stock options outstanding**
The employee stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee Stock Option plan.

d) **Retained earnings**
The profits of the Company available for distribution as dividend.

e) **Other Comprehensive Income**
Loss from remeasurement on defined benefit plans.

also refer note 37

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14 (i) Borrowings

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022 #
Non-current borrowings		
Term loans (secured)		
From banks	10,218.54	3,793.64
Vehicle loans from Bank (secured)	47.80	31.34
	10,266.34	**3,824.98**
Less: Amount disclosed under "Short term borrowings" [refer note 16(i)]	**534.50**	**163.10**
	9,731.84	**3,661.88**
Aggregate Secured loans	**10,266.34**	**3,824.98**

Vehicle loan :-
Vehicle loans amounting to Rs.47.80 Lakhs (March 31,2022 - Rs. 31.34 Lakhs) are secured by way of hypothecation of respective vehicles. The loans are repayable in 1-3 years. Rate of interest is 7.60% to 9.00%.

Term Loan from Banks :-

i) The Company has taken secured term loan facility for 4,500 Lakhs loan from ICICI Bank Limited. Out of this facility the company has drawn 3,905 Lakhs till March 31, 2023.Max Towers Private Limited -loan of Rs. 24603.34 Lakhs (March 31, 2022: Rs. 8,213.07 Lakhs) (Sanctioned limit as at March 31, 2023 Rs. 24900.00 Lakhs) from HDFC Bank Limited, Pharmax Corporation Limited -loan of Rs. 4,016.20 Lakhs (March 31, 2022: Rs. 792.57) (Sanctioned limit as at March 31, 2023 and March 31, 2022: Rs.6,500.00 Lakhs and Nil respectively) from IDFC First Bank Limited, Max Square Limited -loan of Rs. 21,998.13 Lakhs (March 31, 2022: Rs. 12,855.95.00) (Sanctioned Limit as at March 31, 2023 and March 31, 2022- Rs. 24,000.00 Lakhs from Axis Bank) and Max 128 Limited -loan of Rs. 14,839.00 Lakhs (March 31, 2022:Nil) (Sanctioned Limit as at March 31, 2023 Rs. 15,000.00 Lakhs from Aditya Birla Finance Bank respectively. The Facility, all interest thereon, costs, charges, expenses and all other monies in respect thereof shall be secured by:

a). Exclusive charge by way of equitable mortgage over the Project being developed by the Borrower on the Property;
b). Exclusive charge by way of hypothecation on the Scheduled Receivables of the Projectand all insurance proceeds, both present and future;

c). Exclusive charge by way of hypothecation on the Escrow Accounts of the Project and the DSR Account and all monies cred- ited/deposited therein (in

whatever form the same may be), and all investments in respect thereof (in whatever form the same may be);
d). Post creation of security, the Project shall provide a security cover of 1.50 times during the entire tenure of the Facility on the outstanding loan amount of facility;

e). Bank guarantee of Rs 5,000 Lakhs (March 31, 2022: Rs. 5,000 Lakhs).

Repayment terms:
The repayment of principal amount of facility need to be made in 108 instalments commencing from 1 month from the first drawdown date

also refer note 37

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Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022 #
(ii) Lease liabilities		
Lease liability (refer note 4(ii))	3,488.51	-
	3,488.51	-
(iii) Other non current financial liabilities		
Security Deposit received	990.57	762.02
Deferred Guarantee Income	450.18	22.32
Deferred Finance Income (Security deposit)	-	67.99
	1,440.75	852.34
15. Long term provision		
Provision for employee benefits		
Provision for gratuity (refer note 31)	119.21	56.82
	119.21	56.82
16. Current financial liabilities		
(i) Borrowings		
Loan from related party (Unsecured)	6,536.72	2,667.00
Current maturity of long term borrowings (refer note 14)	534.50	163.10
	7,071.22	2,830.10
(ii) Lease liabilities		
Lease liability (refer note 4(ii))	236.66	-
	236.66	-
(iii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises*	-	4.63
Total outstanding dues of creditors other than micro enterprises and small enterprises	977.21	307.96
	977.21	312.59

***Details of dues to Micro and Small Enterprises as per MSMED Act, 2006 (Refer Note 42)**

Trade Payables ageing schedule as on 31st March 2023

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	954.66	22.55	-	-	977.21
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues -others	-	-	-	-	-	-

Trade Payables ageing schedule as on 31st March 2022 #

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	4.63	-	-	-	4.63
(ii) Others	-	296.09	11.87	-	-	307.96
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues -others	-	-	-	-	-	-

Particulars	As at March 31, 2023	As at March 31, 2022 #
(iv) Other current financial liabilities		
Interest accrued but not due on borrowings	50.23	13.34
Security deposits	52.67	74.06
Deferred Guarantee Income	134.15	17.54
Deferred Finance Income (Security deposit)	28.85	2.72
	265.90	107.66
17. Other current liabilities		
Statutory dues	184.35	89.48
Others	7.58	-
Advance from Customers	6.38	254.08
	198.31	343.56
18. Provisions		
Provision for employee benefits		
Provision for gratuity (refer note 31(i))	1.11	0.83
Provision for leave encashment (refer note 31(ii))	196.16	81.92
	197.27	82.75

also refer note 37

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19. Revenue from operations

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 37)
Revenue from contracts with customers		
- Sale of constructed properties	1,852.82	2,857.10
- Rental income	717.73	358.48
- Development Management fees/ Others	485.51	685.63
- Income from shared services	1,355.75	-
	4,411.81	**3,901.22**
Other operating revenues		
Income on loans to subsidiary companies {also refer note 11(vi)}	517.42	-
	517.42	-
Total revenue from operations	**4,929.23**	**3,901.22**

Performance obligation
The performance obligation is satisfied upon completion of the services/sale of property.
Refer note 11 for contract balances (trade receivables)

20. Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income		
- on security deposits	39.21	-
- on fixed deposits	470.22	227.21
- on Compulsory convertible debentures (CCD's)	987.94	714.20
- on Non convertible debentures (NCD's)	583.77	-
- on unwinding of loan	312.70	-
- on others	149.06	-
Profit on sale of mutual fund	90.67	-
Guarantee fee	82.50	14.72
Liability no longer required written back	-	30.57
Profit on sale of Investment	944.14	14.69
Miscellaneous income	84.00	45.10
Profit on derecognition of Right-of-use assets	135.97	-
Fair value gain on financial instruments at fair value through profit or loss	13.78	-
Provision for doubtful advances written back {also refer note 11(vi)}	1,062.00	-
	4,955.96	**1,046.49**

21 Cost of material consumed, construction & other related project cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at beginning of year	19.66	40.73
Add: adjustment on account of merger (refer note 37)	13.84	
Add: Purchases	-	-
Construction materials	-	-
Civil construction work	(32.37)	(21.07)
	1.13	19.66
Less: inventory at the end of year	1.13	19.66
Cost of material consumed, construction & other related project cost	-	-

Decrease in inventories of work-in-progress and finished goods

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at end of year		
Finished Goods	-	1,138.84
Work-in-process	186.75	186.75
	186.75	**1,325.59**
Inventories at beginning of the year		
Finished Goods	1,138.84	2,835.54
Work-in-process	186.75	341.00
Total	**1,325.59**	**3,176.54**
Decrease in inventories of work-in-progress and finished goods	**1,138.84**	**1,850.95**

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22. Employee benefits expense

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 37)
Salaries, wages and bonus	1,468.09	497.39
Contribution to provident and other funds	83.31	33.91
Employee stock option scheme (refer note 33)	100.60	39.57
Gratuity expense (refer note 31 (i))	36.93	20.48
Staff welfare expenses	61.80	7.39
	1,750.73	598.73

23. Finance costs

Interest on borrowings	721.42	682.60
Interest on lease (refer note 4(ii))	377.56	-
Bank charges	33.81	43.28
	1,132.79	725.88

24. Depreciation and amortization expense

Depreciation on Investment property & property, plant and equipment (refer note 3)	239.05	141.72
Depreciation of right-of-use assets (refer note 4(ii))	267.57	-
Amortization of intangible assets (refer note 4(i))	7.49	2.75
	514.11	144.47

25. Other expenses

Rent	14.73	0.05
Insurance	41.75	20.45
Rates and taxes	43.79	79.45
Repairs and maintenance	217.64	158.84
Printing and stationery	3.76	0.51
Travelling and conveyance	131.05	18.57
Communication	14.47	2.56
Legal and professional	1,095.10	421.38
Net loss on sale/disposal of fixed assets	-	0.42
Brokerage Expenses	66.22	-
Directors' sitting fees	63.00	-
Membership & Subscription	69.45	24.52
Marketing Expenses	74.22	252.50
Business Promotion	-	36.82
Corporate Social Responsibility (CSR) expenditure	19.79	-
Facility Management Charges	9.03	64.94
Audit fee*	27.89	1.25
Miscellaneous expenses	129.77	18.96
	2,021.66	1,101.22

*** Payment to auditor**

(a) **As auditor:**

Audit fee	27.89	0.75
Other services (Limited review & certification fees)	-	0.50
	27.89	1.25

(b) **Details of CSR expenditure***

Gross amount required to be spent by the Company during the year	19.79	-
Amount spent during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	19.79	-

c) **Details related to spent / unspent obligations:**

	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 37)
i) Contribution to public trust	-	-
ii) Contribution to charitable trust	-	-
iii) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	19.79	-

d) **Note for other than ongoing project:**

	In case of Section 135(5) (Other than ongoing project)	
	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 37)
Opening balance		
With Company	-	-
In separate CSR unspent account	-	-
Amount deposited in specified fund of Schedule VII within 6 months	-	-
Amount required to be spent during the year	19.79	-
Amount spent during the year		
From Company's bank A/c	19.79	-
From separate CSR unspent a/c	-	-
Closing balance		
With Company	-	-
In separate CSR unspent account	-	-

There are no ongoing projects for the year ended March 31, 2023 and March 31, 2022.

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26 Income Tax

The major components of income tax expense for the year ended March 31, 2023 and March 31, 2022 are :

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 #
(a) Statement of profit and loss :		
Current income tax :		
Current tax	2,050.58	-
Adjustment of current tax related to earlier years	-	
Sub total (a)	**2,050.58**	-
Deferred tax :		
Relating to origination and reversal of temporary differences	(1,998.98)	-
Adjustment of deferred tax related to earlier years	-	-
Sub total (b)	**(1,998.98)**	-
Income tax expense charged in the statement of profit and loss (a+b)	**51.59**	-
(b) OCI section :		
Deferred tax relating to re-measurement gains on defined benefit plans	-	
Income tax charged in other comprehensive income	-	-

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022:

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 #
Accounting profit before tax	3,327.06	
Accounting profit before income tax	3,327.06	-
At India's statutory income tax rate of 25.17 % (March 31, 2022: 25.17 %)	837.42	-
Non-Taxable income for tax purposes:		
Guarantee fees	(20.76)	
Non taxable income for tax purpose	(950.72)	-
Non-deductible expenses for tax purposes:		
Non deductible tax expense	30.30	
Items taxed at different rate	155.35	-
At the effective income tax rate	51.59	-
Income tax expense reported in the statement of profit and loss	51.59	-
Total tax expense	**51.59**	-

Deferred tax relates to the following:

(Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022 #
Deferred tax liabilities		
Accelerated depreciation for tax purposes	-	-
Gross deferred tax liabilities (a)	-	-
Deferred tax assets		
Effect of expenditure debited to the statement of profit and loss in the current year/earlier years but allowed for tax purposes in following years	205.07	86.51
Gross deferred tax assets (b)	**205.07**	**86.51**
Deferred tax assets (net) (a-b)	**(205.07)**	**(86.51)**
Reconciliation of deferred tax liabilities (net):	205.07	86.51

Particulars	March 31, 2023	March 31, 2022 #
Opening balance as of 1st April	(86.51)	-
Add: adjustments on account of merger (refer note 37)	1,793.45	-
Tax expense during the period recognised in the statement of profit or loss	(1,998.98)	-
Adjustment of deferred tax related to earlier years	0.46	-
Others	86.51	(86.51)
Closing balance	**(205.07)**	**(86.51)**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

also refer note 37

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

27 Other comprehensive income

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2022 #
Re-measurement losses on defined benefit plans	0.02	3.93
Income tax effect	(0.01)	-
	0.01	**3.93**

28 Earning Per Share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 #
Basic EPS		
Profit after tax (Rs. in Lakhs)	3,275.45	526.46
Less: dividends on convertible preference shares & tax thereon		
Net profit for calculation of basic EPS	3,275.45	526.46
Weighted average number of equity shares outstanding during the year (Nos.)*	14,70,60,581	7,79,10,000
Basic earnings per share (Rs.)	**2.23**	**0.67**
Dilutive EPS		
Profit after tax (Rs. in Lakhs)	3,275.45	526.46
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos.)	14,77,96,024	44,75,50,000
Diluted earnings per share (Rs.)	**2.22**	**0.12**

also refer note 37
*Shares pending issuance have been included in the computation of Basic Earning per share as per guidance given in Ind AS 33 'Earnings per share'.

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29 Other notes to accounts

Investment in subsidiaries

(a) These financial statement are separate financial statements prepared in accordance with Ind AS-27" Separate Financial Statements".

(b) The Company's investments in subsidiaries are as under:

Name of the Subsidiary	Country of incorporation	Portion of ownership interest as at March 31, 2023	Portion of ownership interest as at March 31, 2022 (also refer note 37)	Method used to account for the investment
Max Towers Private Limited	India	100%	100%	Refer Note 5
Max Square Limited	India	51%	51%	Refer Note 5
Pharmax Corporation Limited	India	100%	85%	Refer Note 5
Max Asset Services Limited	India	100%	0%	Refer Note 5
Max Estates 128 Private Limited	India	100%	0%	Refer Note 5
Max Estates Gurgaon Limited	India	100%	0%	Refer Note 5
Acreage Builders Private Limited	India	100%	0%	Refer Note 5
Max I. Limited	India	100%	0%	Refer Note 5

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30 Commitments and contingencies

i) Capital commitments

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022(also refer note 37)
Estimated amount of contracts remaining to be executed on capital account and not accounted for	34.94	6.82
Less: Capital Advances	-	0.98
Net Commitment	34.94	5.84

ii) Contingent liabilities

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022(also refer note 37)
Bank Guarantee	5,000.00	5,000.00
Uttarakhand VAT case	21.24	21.24

iii) Financial guarantee

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022(also refer note 37)
Guarantees to banks against credit facilities extended to group companies	65,456.67	21,861.52

Guarantee given by the Company on behalf of its subsidiary and step down subsidiaries, Max Towers Private Limited -loan of Rs. 24,603.34 Lakhs (March 31, 2022: Rs. 8,213.07 Lakhs) (Sanctioned limit as at March 31, 2023 Rs. 24,900.00 Lakhs) from HDFC Bank Limited, Pharmax Corporation Limited -loan of Rs. 4,016.20 Lakhs (March 31, 2022: Rs. 792.57 Lakhs) (Sanctioned limit as at March 31, 2023, and March 31, 2022: Rs.6,500.00 Lakhs and Nil respectively) from IDFC First Bank Limited, Max Square Limited - loan of Rs. 21,998.13 Lakhs (March 31, 2022: Rs. 12,855.95.00) (Sanctioned Limit as at March 31, 2023 and March 31, 2022- Rs. 24,000.00 Lakhs from Axis Bank) and Max 128 Limited -loan of Rs. 14,839.00 Lakhs (March 31, 2022: Nil) (Sanctioned Limit as at March 31, 2023 Rs. 15,000.00 Lakhs, March 31, 2022: Nil from Aditya Birla Finance Bank respectively.

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31 (i) **Gratuity**

The Company has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

Description of Risk exposures
Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow:
i) **Salary Increases**- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

ii) **Discount Rate** : Reduction in discount rate in subsequent valuations can increase the plan's liability.
iii) **Mortality & disability** – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(Rs. in Lakhs)

	Particulars	As at March 31, 2023	As at March 31, 2022 #
a)	**Reconciliation of opening and closing balances of defined benefit obligation**		
	Defined benefit obligation at the beginning of the year	57.65	43.09
	Add: adjustments on account of merger (refer note 37)	40.55	-
	As at April 1, 2022 (post merger effect)	98.20	
	Interest expense	7.13	2.92
	Current service cost	29.80	17.56
	Benefit paid	(21.59)	(1.99)
	Acquisition adjustment	-	-
	Remeasurement of (Gain)/loss in other comprehensive income		
	Actuarial changes arising from changes in demographic assumptions	6.98	-
	Actuarial changes arising from changes in financial assumptions	-	-
	Actuarial changes arising from changes in experience adjustments	(0.01)	(3.93)
	Defined benefit obligation at year end	**120.50**	**57.65**
b)	**Reconciliation of opening and closing balances of fair value of plan assets**		
	Fair value of plan assets at beginning of the year	-	-
	Expected return on plan assets	-	-
	Employer contribution	-	-
	Remeasurement of (Gain)/loss in other comprehensive income	-	-
	Fair value of plan assets at year end	-	-
c)	**Net defined benefit asset/ (liability) recognized in the balance sheet**		
	Fair value of plan assets		
	Present value of defined benefit obligation	120.50	57.65
	Amount recognized in balance sheet- liability	**120.50**	**57.65**
d)	**Net defined benefit expense (recognized in the statement of profit and loss for the year)**		
	Current service cost	29.80	17.56
	Interest cost on benefit obligation	7.13	2.92
	Net defined benefit expense debited to statement of profit and loss	**36.93**	**20.48**
e)	**Remeasurment (gain)/loss recognised in other comprehensive income**		
	Actuarial changes arising from changes in financial assumptions	-	-
	Actuarial changes arising from changes in experience adjustments	(0.01)	(3.93)
	Recognised in other comprehensive income	**(0.01)**	**(3.93)**
f)	**Broad categories of plan assets as a percentage of total assets**		
	Insurer managed funds	0%	0%

	Assumption particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 #
g)	**Principal assumptions used in determining defined benefit obligation**		
	Discount rate	7.26%	7.26%
	Salary escalation rate	10.00%	10.00%
	Mortality Rate (% of IALM 12-14)	100.00%	100.00%

	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 #
h)	**Quantitative sensitivity analysis for significant assumptions is as below:**		
	Increase / (decrease) on present value of defined benefits obligations at the end of the year		
	Discount rate		
	Increase by 0.50%	(8.53)	(4.11)
	Decrease by 0.50%	9.41	4.54
	Salary growth rate		
	Increase by 0.50%	6.83	4.40
	Decrease by 0.50%	(6.21)	(4.03)
	Attrition rate		
	Increase by 0.50%		
	Decrease by 0.50%		

i) The average duration of the defined benefit plan obligation at the end of the reporting year is 18.91 Years (March 31, 2022 : 15.97 years)

j) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

k) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

l) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

31 (ii) **Leave Encashment (unfunded)**
The Company recognises the leave encashment expenses in the Statement of Profit & Loss based on actuarial valuation.

The expenses recognised in the Statement of Profit & Loss and the Leave encashment liability at the beginning and at the end of the year :

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 #
Liability at the beginning of the year	81.92	78.57
Benefits paid during the year	(12.80)	(3.53)
Provided during the year	127.10	6.88
Liability at the end of the year	**196.22**	**81.92**

also refer note 37

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32 The Code on Social Security, 2020 ('Code') relating to employee benefits received Presidential assent in September 2020. However, effective date and the final rules/interpretation have not yet been notified/issued. The Company is in the process of assessing the impact of the Code and will recognize the impact, if any, based on its effective date.

33 **Employee Stock Option Plan**

Employee Stock Option Plan – 2016 ("the 2016 Plan"):
The Max Ventures and Industries Limited had constituted an Employee Stock Option Plan - 2016 which had been approved by the Board in the meeting held on 9th August 2016 and by shareholders of Max Ventures and Industries Limited in its annual general meeting held on September 27, 2016.

The details of activity under the scheme are summarized below:

Particulars	As at March 31, 2023		As at March 31, 2022 #	
	Number of options	Weighted Average exercise price (Rs.)	Number of options	Weighted Average exercise price (Rs.)
Outstanding at the start of the year	-	-	-	-
Add- Adjustment on account of merger (refer note 37)	8,29,156	17.83	-	-
Outstanding at the start of the year (post merger effect)	**8,29,156**	**17.83**	-	-
Options granted during the year	2,97,538	53.87	-	-
Forfeited during the year	75,740	12.90	-	-
Exercised during the year	1,56,978	15.84	-	-
Outstanding at the end	8,93,976	30.59	-	-
Exercisable at the end	88,962	13.99	-	-

For options exercised during the year, the weighted average share price at the exercise date was Rs.15.84 per share. (March 31, 2022 #: Nil)

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2023 and March 31, 2022 are as follows:

Date of grant	As at March 31, 2023		As at March 31, 2022 #	
	Number of options	Weighted average remaining life in years	Number of options	Weighted average remaining life in years
04-06-2020 (Grant Type III)	4,87,528	1.17	-	-
02-07-2021 (Grant Type IV)	96,231	2.17	-	-
02-07-2021 (Grant Type V)	12,679	2.17	-	-
25-07-2022 (Grant Type VI)	2,85,299	3.32	-	-
08-11-2022 (Grant Type VII)	12,239	3.61	-	-

The Company has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of the Company in its annual general meeting held on September 27, 2016 based on similar terms and conditions to the relevant ESOP plan of MFSL. During the year ended March 31, 2023, 1,56,978 (March 31, 2022 # - Nil) number of stock options were exercised by the aforesaid option holders. The 2016 Plan provides for grant of stock options aggregating not more than 5% of number of issued equity shares of the Company to eligible employees of the Company. Further, the Company extended the ESOP plan to directors and employees of its subsidiaries by obtaining approval of the shareholders in its annual general meeting held on September 24, 2019. The 2016 Plan is administered by the Nomination and Remuneration Committee constituted by the Board of Directors.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) subject to minimum par value of shares (Rs. 10/-). The Company has valued Employee Stock Option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

Upon the coming into effect of the Scheme, the Transferee Company shall take necessary steps to formulate stock option schemes by adopting the MVIL ESOP Plan of the Transferor Company. All stock options under the MVIL ESOP Plan which have not been granted as of the Effective Date, shall lapse automatically without any further act, instrument or deed by the Transferor Company, the employee or the Transferee Company and without any approval or acknowledgement of any third party. In respect of the stock options granted by the Transferor Company under the MVIL ESOP Plan to the employees of the Transferor Company who are proposed to be transferred as part of this Scheme to the Transferee Company, which have been granted (whether vested or not) but have not been exercised as on the Record Date ("Eligible Employees"), the Transferee Company shall grant 1 (one) employee stock options of Transferee Company under a new employee stock option scheme created by the Transferee Company in lieu of every 1 (one) stock option (whether vested or unvested) held by such Eligible Employees under the MVIL ESOP Plan in accordance with the Amalgamation Share Entitlement Ratio mentioned in the Scheme (i.e. 1:1) and the existing stock options held by them under the MVIL ESOP Plan shall stand cancelled. The terms and conditions of the new stock option plan of the Transferee Company shall not be less favourable than those provided under the MVIL ESOP Plan.

also refer note 37

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34 Provident Fund

The Company is participating in a provident fund trust "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max India Limited and its affiliates, which is managed by Max Financial Services Limited. The provident fund trust requires that interest shortfall shall be met by the employer, accordingly it has been considered as a defined benefit plan as per Ind AS-19.

The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, and shortfall, if any, shall be made good by the Company.

The Actuarial Society of India has issued the final guidance for measurement of provident fund liabilities. The actuary has accordingly provided a valuation for "Max Financial Services Limited Employees Provident Trust Fund" which is a common fund for Max Financial Services Limited and its affiliates based on assumptions provided below.

The details of fund and plan asset position as at March 31, 2023 and March 31, 2022 as per the actuarial valuation of active members are as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022 (also refer note 37)
Plan assets at year end at fair value	701.64	-
Present value of defined benefit obligation at period/year end	697.96	-
Surplus as per actuarial certificate	4.10	-
Shortfall recognized in balance sheet	-	-
Active members as at year end (Nos.)	8	

Assumptions used in determining the present value obligation of the interest rate guarantee under the deterministic approach:

	As at March 31, 2023	As at March 31, 2022 (also refer note 37)
Discount rate	7.20%	0.00%
Yield on existing funds	8.15%	0.00%
Expected guaranteed interest rate	8.15%	0.00%

Contribution to Defined benefit Plan, recognized as expense for the year is as under: **(in Rs. Lakhs)**

	As at March 31, 2023	As at March 31, 2022 (also refer note 37)
Employer's Contribution towards Provident Fund (PF)	33.52	-
	33.52	-

35 Segment information

As the Company's business activity primarily falls within a single business and geographical segment, thus there are no additional disclosures to be provided under Ind AS 108 - " Operating Segment'. The management considers that having investments in various subsidiaries and providing shared services to group companies constitutes single business segment, since the risk and reward from these services are not different from one another. The Company has 2 major customers contributing to 10% or more of total amount of revenue- Rs. 1,159.44 Lakhs (March 31, 2022: Rs. 1,178.40 Lakhs).

Non - current operating assets

The company has non- current operating assets within India only. Hence, separate figures for domestic as well as overseas market are not required to be furnished.

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36 A. Fair Value of Financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value are as follows:

(Rs. In Lakhs)

Category	Carrying Value		Fair Value	
	March 31, 2023	March 31, 2022 #	March 31, 2023	March 31, 2022 #
1) Financial asset at amortized cost				
Non Current				
Loans	4,582.58	1,492.54	4,582.58	1,492.54
Investments	1,00,508.72	50,003.88	1,00,508.72	50,003.88
Current				
Loans	17,375.14	3,089.57	17,375.14	3,089.57
Other financial assets	604.81	201.41	604.81	201.41
Trade receivables	394.02	162.94	394.02	162.94
Cash and cash equivalents	1,545.40	3,360.57	1,545.40	3,360.57
2) Financial liabilities at amortized cost				
Non Current				
Borrowings	9,731.84	3,661.88	9,731.84	3,661.88
Current				
Borrowings	7,071.22	2,830.10	7,071.22	2,830.10
Other financial liabilities	265.90	107.66	265.90	107.66
Trade payables	977.21	312.59	977.21	312.59

Investment in equity shares of subsidiaries are measured at cost as per Ind AS 27- "Separate Financial Statements" and are not required to be disclosed here.

The management assessed that carrying value of trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors are considered to be the same as their fair values, due to their short term nature.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Long Term Fixed-rate borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

The fair value of non - current investment, loans taken, other financial assets and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable inputs in the model, of which the significant observable inputs is the market rate of interest of 9.5%-11%. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value.

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B. Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2023

(Rs. In Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Non-Current				
Investments	1,00,508.72	-	-	1,00,508.72
Current				
Loans	17,375.14	-		17,375.14
Other financial assets	604.81	604.81	-	
Trade receivables	394.02	-	-	394.02
Cash and cash equivalents	1,545.40	-	-	1,545.40

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2022

(Rs. In Lakhs)

Particulars	Carrying value March 31, 2022 #	Fair value		
		Level 1	Level 2	Level 3
Loans	3,089.57	-	3,089.57	-
Other financial assets	201.41	-	-	201.41
Trade receivables	162.94	-	-	162.94
Cash and cash equivalents	3,360.57	-	-	3,360.57
Investments	50,003.88	-	-	50,003.88

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2023

(Rs. In Lakhs)

Particulars	Carrying value March 31, 2023	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	9,731.84	-	9,731.84	-
Current				
Borrowings	7,071.22	-	-	7,071.22
Other financial liabilities	265.90	-	-	265.90
Trade payables	977.21	-	-	977.21

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2022

(Rs. in Lakhs)

Particulars	Carrying value March 31, 2022 #	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	3,661.88	-	3,661.88	-
Current				
Borrowings	2,830.10	-	-	2,830.10
Other financial liabilities	107.66	-	-	107.66
Trade payables	312.59	-	-	312.59

also refer note 37

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36A Financial risk management objectives and policies

The Company's has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Corporate Finance department, evaluates financial risks in close co-operation with the various stakeholders.

The Company is exposed to capital risk, market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Company, duly supported by various Groups and Committees.

a) Capital risk
The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns to its shareholders and benefits for other stakeholders and to provide for

b) 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 employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared not only for the entities but the Group as a whole and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Investment and Performance Review Committee of the Board.

The table below represents the maturity profile of Company's financial liabilities at the end of March 31, 2023 and March 31, 2022# based on contractual undiscounted payments :-

March 31, 2022 #	0-1 Years	1-5 Years	More than 5 Years	Total
Interest bearing borrowings	2,830.10	3,661.88	-	6,491.98
Trade payable	312.59	-	-	312.59
Other financial liabilities	960.00	-	-	960.00
% to Total	**54.77%**	**45.23%**	**0.00%**	**100.00%**
March 31, 2023				
Interest bearing borrowings	7,071.22	9,731.84	-	16,803.06
Trade payable	977.21	-	-	977.21
Other financial liabilities	1,706.65	-	-	1,706.65
% to Total	**54.77%**	**45.23%**	**0.00%**	**100.00%**

c) Credit risk
Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade receivables
Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management Department assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. The Company provides credit to individuals on exceptional basis only. An impairment analysis is performed at each reporting date on an individual basis.

Trade receivables **(Rs. in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022 #
Neither past due or impaired	-	-
0 to 180 days due past due date	365.70	146.64
More than 180 days due past due date	28.32	16.30
Total trade receivables	**394.02**	**162.94**

(ii) Financial instruments and cash deposit
Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Company.
The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023 and March 31, 2022# is the carrying amounts as illustrated in note 11 and the liquidity table above.

d) Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31, 2023 and March 31 2022. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2023.

(i) Interest rate risk
Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligation at fixed interest rate.

(Rs. in Lakhs)

Period	Increase/decrease in interest rate	Impact on profit before tax
March 31,2023	0.50%	84.02
March 31,2022 #	0.50%	32.46

(j) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue, expense or capital expenditure is denominated in foreign currency). Foreign currency exchange rate exposure is partly balanced by purchasing of goods in foreign currency. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The Company does not have any material foreign currency risk as at March 31, 2023 and March 31, 2022 #.
also refer note 37

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37 Business Combination

The Composite Scheme of Amalgamation and Arrangement ('Scheme') amongst Max Ventures and Industries Limited ('Transferor Company') and Max Estates Limited ('Company' or 'Transferee Company') and their respective shareholders and Creditors was filed during the year under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble NCLT") vide its order dated July 03, 2023 approved the aforesaid Scheme. As per the Scheme, the merger of Transferor Company into Company has been accounted with effect from April 01, 2022 ('Appointed Date') to comply with the accounting treatment prescribed in the Scheme, which is in compliance with the MCA general circular no. 09/2019 dated August 21, 2019.

Being a common control business combination, Ind AS 103 Business Combinations requires the Company to account for business combination from the combination date (i.e., the date on which control has been transferred) or the earliest date presented in the financial statements, whichever is later.

Therefore, the comparative financial information for previous year ended March 31, 2022 has not been restated since the scheme of merger approved by the NCLT prevails over the applicable accounting requirements.

The impact of the scheme in these Ind AS financial statements is given below:

(a) All assets. liabilities and reserves of the transferor company have been recorded in the books of account of the Company at their existing carrying amounts and in the same form.

(b) To the extent that there are inter-company loans, advances, deposits, balances or other obligations as between the transferor Company and the Company, have been eliminated.

(c) Upon the coming into effect of this Scheme and in consideration of the transfer, 1 (one) equity shares of the face value of INR 10 each fully paid-up of the Company are required to be issued against every 1 (one) equity shares of INR 10 each fully paid-up held by the shareholders of the transferor company. Consequent to this, the Company shall issue 146,946.000 equity shares of INR 10 each fully paid-up for 146,946.000 equity shares of INR 10 each fully paid-up of the transferor company.

These shares have been disclosed as 'Share capital pending issuance' as at March 31, 2023 and as at April 01, 2022. These shares have been issued subsequent to the year ended March 31, 2023.

(d) The balance of assets and liabilities transferred from the transferor company as on April 01, 2022 are as follows:

Amounts in Rs. Lakhs

	Particulars	As at March 31, 2022	Inter company Elimination	As at April 01, 2022
1	**Non Current Assets**			
	Property. Plant and Equipment	509.44		509.44
	Intangible assets	0.84		0.84
	Right of Use assets	2,482.66		2.482.66
	Investements	82,017.31	(65,057.26)	16,960.05
	Other Financial asset	99.99		99.99
	Non-Current Tax assets	258.83		258.83
2	**Current Assets**			
	Trade receivable	180.11		180.11
	Investments	3,391.14		3.391.14
	Cash & cash equivalents	153.65		153.65
	Bank balances	37,732.62		37,732.62
	Loans	3,975.96	(2,667.00)	1.308.96
	Other financial asset	308.19		308.19
	Other current asset	95.84		95.84
	Total assets (A)	1,31,206.58	(67,724.26)	63,482.32
3	**Non Current Liabilities**			
	Lease liabilities	2,705.14		2.705.14
	Other finacial liabilities	20.00		20.00
	Long term provision	39.95		39.95
	Other non current liabilty	106.87		106.87
	Deferred tax liabilities (net)	1,793.92		1,793.92
4	**Current Liabilities**			
	Lease liabilities	133.40		133.40
	Trade payable	869.96		869.96
	Other financial liability	3.36		3.36
	Other current liability	265.65		265.65
	Short term provision	113.35		113.35
	Total Liabilties (B)	6,051.60	-	6,051.60
5	**Retained Earnings and Other Equity in same form (C)**			
	Capital reserve	13,042.52		13,042.52
	Security premium account	50,086.74		50,086.74
	Employee stock options outstanding	159.88		159.88
	Retained earnings	47,171.18		47,171.18
	Total (C)	1,10,460.32	-	1,10,460.32
	Total Liabilties and equity (B) + (C) = (D)	1,16,511.92	-	1,16,511.92
	Net Assets /Liabilities (A) - (D) = (E)	14,694.66	(67,724.26)	(53,029.60)
	Extinguishment of inter company liabilities/equity of the Company on account of merger			
	- Share capital	-	7,791.00	7.791.00
	- Compulsory Convertible Debentures (CCD)	-	57,266.26	57,266.26
	- Short term borrowings	-	2,667.00	2.667.00
	Total (F)	-	67,724.26	67,724.26
	Equity to be issed to shareholders of Transferor Company (G) = (E) - (F)	14,694.66	-	14,694.66
	Amount debted to capital reserve (H) = (E) + (F) - (G)	-	-	-

In addition to the above, the merger also requires the Company to file combined income tax return for the year ended March 31, 2023. Consequently, tax liability on combined basis has been recomputed by the Company, resulting in lower tax liability of ~Rs. 149 lakhs for the year ended March 31, 2023.

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38 Related party disclosures

Names of related parties where control exists irrespective of whether transactions have taken place or not	
Subsidiary companies	Pharmax Corporation Limited Max Square Limited Max I. Limited Max Asset Services Limited Max Towers Private Limited Max Estates 128 Private Private Limited (wef June 17, 2022) Max Estates Gurgaon Limited (wef September 05, 2022) Acreage Builders Private Limitd (wef October 27, 2022)
Names of other related parties with whom transactions have taken place during the year	
Key management personnel	Mr. Sahil Vachani (Managing Director and CEO) Mr. Dinesh Kumar Mittal Mr. Nitin Kumar Kansal (Chief Financial Officer) Mr. Saket Gupta (upto January 31, 2022)
Other Non-Executive/ Independent Directors	Mr. Analjit Singh (Director) Mr. Mohit Talwar Mr. K. Narasimha Murthy Mr. Niten Malhan (w.e.f. November 8, 2019) Mr. Ashok Brijmohan Kacker (upto November 8, 2020) Ms. Gauri Padmanabhan
Relatives of Key Management personnel	Mr. Veer Singh (Son of Mr. Analjit Singh - Director)
Entities controlled or jointly controlled by person or entities where person has significantly influence	Max Ventures Private Limited Piveta Estates Private Limited Siva Realty Ventures Private Limited New Delhi House Services Limited Vana Enterprises Limited Four Season Foundation Lake View Enterprises Max Life Insurance Company Limited Siva Enterprises Private Limited Pharmax Corporation Limited Max India Limited SKA Diagnostic Private Limited Antara Purukul Senior Living Limited Riga Foods LLP Max Financial Services Limited Max UK Limited
Employee benefit Trust	Max Financial Services Limited Employees' Provident Fund Trust

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

38 (a) Details of transactions and balance outstandings with related parties

(Rs. In Lakhs)

S.No	Nature of transaction	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (also refer note 37)
1	Reimbursement of expenses (Received from)	Max Towers Private Limited (Expenses)	-	13.61
		Max Towers Private Limited (Shared Service)	45.20	63.36
		Acreage Builders Private Limited	100.99	-
		Max Asset Services Limited	14.80	22.24
		Pharmax Corporation Limited	73.46	267.86
		Max Square Limited	13.64	5.29
		Max I. Limited	7.87	-
		Max Towers Private Limited	0.04	-
		Max Estates 128 Private Limited	0.04	-
		Pharmax Corporation Limited	0.07	-
		Total	**256.10**	**372.36**
2	Reimbursement of expenses (Paid to)	Max Ventures and Industries Limited	-	7.63
		Max Life Insurance Co. Limited	4.07	2.43
		Max Towers Private Limited	-	2.06
		Max Estates 128 Private Limited	406.70	-
		Saket Gupta	-	0.01
		Riga Foods LLP	5.62	-
		Nitin Kumar	0.13	-
		Rishiraj	5.10	0.99
		Max Life Insurance Company	6.27	-
		Antara Purukul Senior Living Limited	8.85	-
		Total	**436.74**	**13.12**
3	Income from shared services	Max Asset Services Limited	101.50	-
		Max I. Limited	6.95	-
		Pharmax Corporation Limited	66.75	-
		Max Estates 128 Private Limited	77.66	-
		Acreage Builders Private Limited	71.30	-
		Max Square Limited	350.00	-
		Total	**674.16**	-
4	Shared services expenses	Max India Limited	50.00	-
		Total	**50.00**	-
5	Interest income from loans to subsidiary companies	Max I. Limited	49.44	-
		Max Asset Services Limited	464.03	-
		Total	**513.47**	-
6	Repair & Maintenance	New Delhi House Services Limited	44.35	-
		Delhi Guest House Private Limited	17.95	-
		Max Asset Services Limtied	28.27	-
		Total	**90.57**	-
7	Lease payments	Max Life Insurance Company Limited	447.78	-
		Delhi Guest House Private Limited	60.00	-
		SKA Diagnostics Private Limited	37.44	-
		Total	**545.22**	-
8	Contribution to Provident Fund Trust	Max financial services limited Employees' Provident Fund Trust	65.38	-
		Total	**65.38**	-
9	Directors' sitting fees	Analjit Singh	6.00	-
		K.N Murthy	11.00	-
		D.K Mittal	19.00	-
		Gauri Padmanabhan	10.00	-
		Niten Malhan	17.00	-
		Total	**63.00**	-
10	Security deposit received	Pharmax Corporation Limited	40.00	40.00
		Total	**40.00**	**40.00**
11	Security deposit paid	Max Life Insurance Company Limited	76.41	-
		Total	**76.41**	-
12	Performace guarentee received	Max Asset Services Limited	-	43.34
		Total	-	**43.34**
13	Rent received	Max Asset Services Limited	89.74	77.50
		Total	**89.74**	**77.50**
14	Interest on unsecured loan (paid to)	Max Ventures and Industries Limited	-	268.65
		Total	-	**268.65**
15	Key managerial remuneration - short term employment benefits	Sahil Vachani	160.43	-
		Nitin Kumar Kansal	80.99	
		Ankit Jain	17.49	
		Total	**258.91**	-
16	Key managerial remuneration - post employment benefits	Sahil Vachani	9.37	-
		Nitin Kumar Kansal	5.60	
		Ankit Jain	1.05	
		Total	**16.02**	-
17	Investment made	Max Square Limited- deemed equity	33.64	-
		Max Asset Services Limited- deemed equity	4.07	-
		Pharmax Corporation Limited - deemed equity	8.56	-
		Total	**46.27**	-
18	Loan taken	Max Ventures and Industries Limited	-	892.00
		Max Estates 128 Private Limited	6,425.85	-
		Total	**6,425.85**	**892.00**
19	Loan repayment	Max Asset Services Limited	-	1,485.00
		Total	-	**1,485.00**
20	Brokerage income	Trophy Estates Private Limited	-	50.11
		Analjit Singh	-	58.48
		Analjit Singh HUF	-	10.15
		Total	-	**118.74**
21	Interest received on Compulsory Convertible Debentures	Max Square Limited	1,390.78	714.20
		Total	**1,390.78**	**714.20**
22	Project management consultancy (rendered to)	Max India Limited	-	20.00
		Total	-	**20.00**
23	Guarantee fees	Max Ventures and Industries Limited	-	4.12
		Pharmax Corporation Limited	5.40	4.28
		Max Square Limited	30.06	14.56
		Max Towers Private Limited	10.35	-
		Max Square Limited	30.06	-
		Max Estates 128 Private Limited	6.63	-
		Total	**82.50**	**22.96**
24	Loan repayment received	Max Towers Private Limited	1,641.24	1,009.96
		Pharmax Corporation Limited	940.60	369.21
		Max Asset Services Limited	585.00	-
		Max I. Limited	75.00	-
		Total	**3,241.84**	**1,379.17**
25	Developer's manager fee income	Max Square Limited	485.51	362.29
		Total	**485.51**	**362.29**
26	Shared Services charges (paid to)	Max Ventures and Industries Limited	-	39.51
		Total	-	**39.51**
27	Management fee (Included in legal and professional expenses)	Analjit Singh	225.00	-
		Total	**225.00**	-
28	Expenditure on corporate social responsibility	Max India Foundation	20.00	-
		Total	**20.00**	-
29	Rent paid	Max Asset Services Limited	3.20	-
		Total	**3.20**	-
30	Loan given	Max Estates Gurgaon Limited	5,176.00	-
		Max Asset Services Limited	730.00	-
		Max I. Limited	74.00	-
		Pharmax Corporation Limited	1,867.80	2,390.00
		Max Towers Private Limited	2,314.28	1.102.02
		Total	**10,162.08**	**3,492.02**

* The remuneration to the key managerial personal does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

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38 (b) **Balances outstanding at year end**

(Rs. In Lakhs)

S.No	Nature of transaction	Particulars	As at March 31, 2023	As at March 31, 2022 (also refer note 37)
1	**Statutory dues payable**	Max Financial services Limited Employees' Provident Fund Trust	4.95	-
		Total	**4.95**	**-**
2	**Trade Receivables**	Max Ventures Private Limited	3.19	-
		Max Asset Services Limited	16.48	-
		Piveta Estates Private Limited	6.29	-
		Acreage Builders Private Limited	71.29	-
		Max Towers Private Limited	-	18.19
		The Unstuffy Hotel Co Limited	-	13.02
		Max Learning Ventures Limited	-	3.01
		Max India Limited	-	23.60
		Max Square Limited	1.16	-
		Trophy Estates Private Limited	-	45.24
		Analjit Singh HUF	-	9.17
		Mr. Analjit Singh	-	52.80
		Total	**98.41**	**165.04**
3	**Advance to party**	Max India Foundation	5.00	-
		SKA Diagnostic Private Limited	0.25	-
		Total	**5.25**	**-**
4	**Interest Accured on Corporate Deposit Receivable**	Max Asset Services Limited	356.32	-
		Max I. Limited	0.08	-
		Total	**356.40**	**-**
6	**Provision made against above**	Max Asset Services Limited		-
		Total		**-**
5	**Trade payables and Capital Creditors**	Antara Purukul Senior Living Limited	(0.36)	0.36
		Max Asset Services Limited	6.69	1.85
		Rishiraj	(2.50)	-
		Pharmax Corporation Limited	-	3.93
		Max Square Limited	-	3.29
		Total	**3.83**	**9.42**
6	**Other receivables**	Max Asset Services Limited	5.11	-
		Max Ventures Private Limited	5.46	-
		Piveta Estates Private Limited	2.83	-
		Max Towers Private Limited	20.00	-
		Max Life Insurance Co. Limited	1.70	0.01
		Acreage Builders Private Limited	218.72	-
		Max Estates 128 Private Limited	406.70	-
		Pharmax Corporation Limited	17.07	17.07
		Max Square Limited	16.48	16.81
		Max I. Limited	2.54	-
		Total	**696.61**	**33.89**
7	**Loan**	Max Towers Private Limited	860.59	187.55
		Max Estates 128 Private Limited	5,176.00	-
		Pharmax Corporation Limited	3,997.92	3,159.22
		Max Asset Services Limited	1,992.26	
		Max I. Limited	522.70	
		Total	**12,549.47**	**3,346.77**
8	**Investment in Debentures**	Max Asset Services Limited	2,214.00	-
		Max I Limited - deemed equity	2,052.55	-
		Max I. Limited	54.40	-
		Max Square Limited - deemed equity	150.61	-
		Max Asset Services Limited - deemed equity	13.02	-
		Max Towers Private Limited- deemed equity	17.71	-
		Max Estates 128 Private Limited - deemed equity	57.82	-
		Max Towers Private Limited - deemed equity	340.95	-
		Total	**4,901.06**	**-**
9	**Trade payables and capital creditors**	Max Financial services Limited Employees	31.77	-
		Max India Limited	50.00	-
		Total	**81.77**	**-**
10	**Security deposit made**	Max Asset Services Limited	21.90	-
		Max Life Insurance Co. Limited	244.30	-
		Delhi Guest House Limited	15.00	-
		SKA Diagnostic Private Limited	9.37	-
		Total	**290.57**	**-**
11	**Investment outstanding**	Max Towers Private Limited	6,506.00	6,506.00
		Max Square Limited	3,571.00	3,571.00
		Pharmax Corporation Limited	6,073.05	6,073.05
		Total	**16,150.05**	**16,150.05**
12	**Compulsorily convertible debentures**	Max Towers Private Limited	26,020.00	26,020.00
		Max Square Limited	3,571.00	3,571.00
		Total	**29,591.00**	**29,591.00**
13	**Guarantee fees**	Pharmax Corporation Limited	91.81	28.48
		Total	**91.81**	**28.48**
14	**Compulsorily convertible preference shares**	Pharmax Corporation Limited	3,900.00	3,900.00
		Total	**3,900.00**	**3,900.00**
15	**Security deposit (Received)**	Max Asset Services Limited	59.66	59.66
		Total	**59.66**	**59.66**
16	**Interest accrued on CCD**	Max Square Limited	1,328.07	1,328.07
		Total	**1,328.07**	**1,328.07**
17	**Guarantee fees receivable**	Max Square Limited	68.92	38.54
		Total	**68.92**	**38.54**
18	**Loan Outstanding**	Max Estates 128 Private Limited	5,176.00	-
		Total	**5,176.00**	**-**

Terms and conditions of transactions with related parties

a) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions

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39 Disclosure required under Section 186 (4) of the Companies Act, 2013.

(a) Particulars of Loans given:

(Rs. In Lakhs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2022 #	Merger Adjustment	As at April 1, 2022 (post merger effect)	Loan given	Loan repaid	Closing Balance as on March 31, 2023	Purpose
1	Max Towers Private limited	187.55	-	187.55	1,037.45	365.00	860.00	Operational Cash Flow requirement
2	Max Asset Services Limited	-	1,847.26	1,847.26	730.00	585.00	1,992.26	Operational Cash Flow requirement
3	Max I. Limited	-	523.70	523.70	74.00	75.00	522.70	Operational Cash Flow requirement
4	Pharmax Corporation Limited	2,902.02	-	2,902.02	1,200.24	8.00	4,094.26	Operational Cash Flow requirement
5	Max Estates Gurgaon Limited	-	-	-	5,176.00	-	5,176.00	Operational Cash Flow requirement
6	Acreage Builders Private Limited	-	-	-	4,730.54	-	4,730.54	Operational Cash Flow requirement
		3,089.57	2,370.96	5,460.53	12,948.22	1,033.00	17,375.75	
7	Provision made against above*			(1,062.00)	-	-	-	
		3,089.57	2,370.96	4,398.53	12,948.22	1,033.00	17,375.75	

*also refer note 11(vi)

(b) Particulars of Guarantee given (maximum possible exposure):

(Rs. in Lakhs)

Sr. No	Name of the financial institutions / banks/NBFC	As at March 31, 2022 #	Merger Adjustment	As at April 1, 2022 (post merger effect)	Guarantee given	Guarantee discharged	As at March 31, 2023	Purpose
1	Indusind Bank	12,855.95	-	12,855.95	7,755.00	20,610.95	-	Corporate gurantee has been given for loan taken for business purpose by Max Square Limited, subsidiary.
2	ICICI Bank	7,932 18	-	7,932.18	4,232 97	12,165 15	-	Corporate gurantee has been given for loan taken by Max Towers Private Limited for construction of Max House Okhla and LRD of Max Towers respectively
3	IDFC First Bank	792.57	-	792.57	3,431.06	207.43	4,016.20	Corporate gurantee has been given for loan taken by Pharmax Corporation Limited and Max Towers Private Limited for construction of Max House Okhla
4	Axis Bank			-	21,998.13	-	21,998 13	Corporate gurantee has been given for loan taken for business purpose by Max Square Limited, subsidiary.
5	HDFC Bank	-	-	-	24.603.34	-	24,603.34	Corporate gurantee has been given for loan taken for business purpose by Max Towers Private Limited, subsidiary.
6	Aditya Birla Finance Limited	-	-	-	14,839.00	-	14,839.00	Corporate gurantee has been given for loan taken for business purpose by Max Estates 128 Private Limited, subsidiary
		21,580.70	-	21,580.70	76,859.50	32,983.53	65,456.67	

(c) Particulars of Investments made in equity:

(Rs. in Lakhs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2022 #	Merger Adjustment	As at April 1, 2022 (post merger effect)	Investment made	Investment redeemed	Closing Balance as on March 31, 2023	Purpose
	Investment in subsidiaries							
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	6,506.00	156.69	6.662 69	184.26	-	6.846 95	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,571 00	48 62	3,619.62	101.99	-	3,721.61	Strategic investment
3	Pharmax Corporation Limited	6,073.05	4.07	6,077.12	13.64	-	6,090.76	Strategic investment
4	Max Speciality Films Limited	12,214.96		12,214.96	-	12214.96	-	Strategic investment
5	Max Asset Services Limited	-	205.00	205.00	-	-	205.00	Strategic investment
6	Max I. Limited	-	2,057.55	2,057.55	-	-	2.057.55	Strategic investment
7	Max Asset Services Limited	-	8.72	8.72	-	2.00	6.72	ESOP
8	Max 128 Limited	-	-	-	57.82		57.82	Corporate guarantee
		28,365.01	2,480.65	30,845.67	357.71	12,216.96	18,986.41	

(c) Particulars of Investments made in debentures:

(Rs. in Lakhs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2022 #	Merger Adjustment	As at April 1, 2022 (post merger effect)	Investment made	Investment redeemed	Closing Balance as on March 31, 2023	Purpose
	Investment in subsidiaries							
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	26,020.00		26,020.00	-	-	26.020.00	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,571.00		3.571.00	-	-	3.571.00	Strategic investment
3	Max I. Limited	-	50.37	50.37	4.03	-	54.40	Strategic investment
4	Max Asset Services Limited	-	2,214	2,214.00	-	-	2,214.00	Strategic investment
		29,591.00	2,264.37	31,855.37	4.03	-	31,859.40	

(d) Particulars of Investments made in Preference Shares

(Rs. in Lakhs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2022 #	Investment made	Loan repaid	Closing Balance as on March 31, 2023	Purpose
1	Pharmax Corporation Limited	3,900.00	-	-	3,900.00	Strategic investment

also refer note 37

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

(Rs. In Lakhs)

40 Ratio Analysis and its elements	As at March 31, 2023	As at March 31, 2022 #	% Change	Reason for variance*
(i) Current Ratio				
Current Asset	31,401.35	8,493.42		
Current Liability	8,946.58	3,676.66		
	3.51	**2.31**	52%	Non- Comparable
(ii) Debt-Equity Ratio				
Debt	16,803.06	6,491.98		
Shareholder Equity	1,23,361.19	60,591.40		
	0.14	**0.11**	27%	Non- Comparable
(iii) Debt Services Coverage Ratio				
Earnings aviaiable for debt servies	4,459.85	1,396.81		
Interest	1,132.79	725.88		
Principal	515.61796	34.31		
	2.71	**1.84**	47%	Non- Comparable
(iv) Return on Equity Ratio				
Net Income (annual)	3,275.45	526.46		
Shareholder Equity	1,23,361.19	60,591.40		
	0.03	**0.01**	206%	Non- Comparable
(v) Inventory Turnover Ratio				
Cost of Goods sold/sale	0.00	1,850.95		
Average inventory	770.18	1,987.19		
	-	**0.93**	-100%	Non- Comparable
(vi) Trade Receivables Turnover Ratio				
Net Credit Sale	4,929.23	3,901.22		
Closing Trade Receviable	394.02	162.94		
	12.51	23.94	52%	Non- Comparable
(vii) Trade Payable Turnover Ratio				
Net Credit Purchase	NA	NA		Since Purchase during the year is NIL. Hence not applicable
Average Trade payable	NA	NA		
	NA	NA	NA	
(viii) Net Capital Turnover Ratio				
Net annual sale/Revenue from Operation	4,929.23	3,901.22		
Working Capital	22,454.77	4,816.77		
	0.22	**0.81**	-73%	Non- Comparable
(ix) Net Profit Ratio				
Net Profit	3,275.45	526.46		
Net annual sale/Revenue from Operation	4,929.23	3,901.22		
	0.66	**0.13**	392%	Non- Comparable
(x) Return on Capital employed				
Earning before interest and tax (EBIT)	4,459.85	1,252.34		
Capital Employed	1,38,141.50	65,162.44		
	3.23%	**1.92%**	68%	Non- Comparable
(xi) Return on Investment				
Profit (PAT)	3,275.45	526.46		
Investment	1,38,141.50	65,162.44		
	2.37%	**0.81%**	193%	Non- Comparable

*Post incorporating the effect of the merger as stated in Note 37, the figures for the year ended March 31, 2023 are not comparable with those for the year ended March 31, 2022, since the previous years figures for March 2022 do not include figures related to MVIL, but figures for year ended March 31, 2023 are including the effect of MVIL on account of merger. Thus, both are non-comparable and hence not commented upon in these financial statements.

also refer note 37

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Max Estates Limited
Notes forming part of the Standalone Ind AS financial statements for the year ended March 31, 2023

41 Capital Management

For the purpose of the Company's capital management, capital includes issued equity attributable to the equity shareholders of the Company, share premium and all other equity reserves. The primary objective of the Company's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

42 DETAILS OF DUES TO MICRO AND SMALL ETERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of 'The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006' are as follows:

	As at March 31, 2023	As at March 31, 2022 #
i) The principal amount and the interest due thereon remaining unpaid to any supplier		
- Principal amount	-	4.63
- Interest thereon	Nil	Nil
ii) The amount of interest paid by the buyer in terms of section 18, along with the amounts of the payment made to the supplier beyond the appointed day.	Nil	Nil
iii) The 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 year) but without adding the interest specified under this act.	Nil	Nil
iv) The amount of interest accrued and remaining unpaid.	Nil	Nil
v) The 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 investor.	Nil	Nil

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSMED.

also refer note 37

43 (i) In previous year, the Company has acquired 1,84,600 10% Cumulative Convertible Preference shares of Rs. 100 each fully paid up at a premium of Rs.1,200 - value Rs.2,399.80 Lakhs.

44 The figures for the year ended March 31, 2023 are not comparable with those for the year ended March 31, 2022 on account of impact of merger taken with effect from the Appointed date i.e. April 01, 2022. Also refer note 37.

45 Other disclosure requirement of Schedule III of Companies Act, 2013:

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Company does not have any transactions with companies that are struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
  (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
  (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company has not made any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(viii) The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were was taken.

(ix) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the financial statements, are held in the name of the Company.

(x) The Company does not have borrowings from banks and financial institutions on the basis of security of current assets. Hence, company is not required to file the the quarterly returns or statements of current assets with banks and financial institutions.

(xi) None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

(xii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(xiii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year, other than as mentioned in Note 37.

(xiv) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xv) The figures have been rounded off to the nearest Lakhs of rupees up to two decimal places. The figure 0.00 wherever stated represents value less than Rs. 50,000/-.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Pravin Tulsyan
Partner

Membership Number: 108044

S. R. BATLIBOI & CO. LLP
NEW DELHI

Place : Gurugram
Date: 18/8/23

For and on behalf of the Board of Directors of Max Estates Limited

Dinesh Kumar Mittal
(Director)

DIN: 00040000

Nitin Kumar Kansal
(Chief Financial Officer)

Sahil Vachani
(Managing Director & Chief Executive Officer)
DIN: 00761695

Abhishek Mishra
(Company Secretary)

Place :
Date:

K.K. MANKESHWAR & CO.
CHARTERED ACCOUNTANTS

121, POCKET-I JASOLA
NEW DELHI - 110 025
Tel. : +91-11-41402828
del@kkmindia.com

Independent Auditor's Report

To The Members of Max Estates Limited

Report on Audit of Financial Statements

Opinion

We have audited the accompanying Financial Statements of M/s Max Estates Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, of its profit and total comprehensive income (comprising profit and other comprehensive income), changes in equity and its cash flows for the year then ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

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. The director's report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

K.K. Mankeshwar & Co. Chartered Accountants

When we read the director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

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 implementation and maintenance of 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 Statements 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.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's responsibilities 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 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 management.

- Conclude on the appropriateness of 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.

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 the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report, to the extent applicable, 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.

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b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) rules, 2015 as amended.

e. On the basis of the written representations received from the directors as on 31st March, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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 B"; and

g. The provisions of Section 197 read with Schedule V to the Act are not applicable to the company for the year ended 31st March, 2022.

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, 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 the Financial Statements (refer Note no. 26(ii) of financial statements);

   ii) The Company did not have any long-term contracts including derivatives 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.

   iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by

K.K. Mankeshwar & Co. Chartered Accountants

or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) The Company has not declared/paid any dividend during the year and hence provisions of section 123 of the Act is not applicable.

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.,
Chartered Accountants
FRN:- 106009W
UDIN:-22097820AJ4OTE2361
New Delhi, dated the
16th May, 2022

K.K. Mankeshwar & Co. Chartered Accountants

Annexure "A" to the Independent Auditors' Report

The Annexure referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirement" section of our Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2022, we report that:

1. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

   (a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

   (ii) The Company has maintained proper records showing full particulars of intangible assets.

   (b) The fixed asset have been physically verified by the management during the year and no discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed asset is reasonable having regard to the size of the company and the nature of its asset.

   (c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment of the company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company and hence not commented upon.

   (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

   (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.

   (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

3. According to the information and explanations given to us, the Company has not made any investment, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clause 3(iii)(a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company and hence not commented upon.

4. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which provisions of section 185 of the Companies Act, 2013 are applicable to the company. Further, since the company is an infrastructure company within the meaning of schedule VI of the companies Act, 2013, the provision of section

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186 of companies Act, 2013 is not applicable and hence not commented upon.

5. The Company has not accepted any deposits from the public within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Hence reporting under clause 3(v) of the Order is not applicable.

6. We have broadly reviewed the books of account maintained by the Company pursuant the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, in relation to construction industry and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

7. In respect of statutory dues:

a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Duty of Customs, Cess and any other statutory dues, as applicable with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.

b) According to the information and explanations given to us and the records of the Company, details of Sales Tax and Value Added Tax which have not been deposited as at March 31, 2022 on account of dispute are given below:

Nature of the statute	Nature of Dues	Forum where Dispute is pending	Period to which the Amount Relates	Amount (In Lakhs)
UK VAT Act, 2005	Value Added Tax	Joint Commissioner (Appeals)	A.Y. 2016-17	21.24*

* Net of Protest

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

K K Mankeshwar & Co. Chartered Accountants

9. (a) According to the information and explanations give to us and based on our examination of the records of the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution orgovernment or any government authority.

(c) The Company has not taken any term loan during the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) The Company has not raised any funds on short term basis. Hence reporting under clause 3(ix)(d) of the Order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has taken funds from entity on account of or to meet the obligations of its subsidiaries as below:

Nature of Fund Taken	**Name of Lender**	**Amount Involved (amount in Lacs**	**Name of the subsidiary, Joint Ventures, Associates**	**Relation**	**Nature of Transaction for which funds utilized**	**Remarks, if any**
Unsecured Loan from Holding Company	Max Ventures & Industries Limited	500.00	Pharmax Corporation Limited	Subsidiary	Unsecured Loan- Operational Expenses	

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f)of the Order is not applicable.

10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of theOrder is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

11. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) According to the information and explanations given to us, there were no whistle blower complaints received during the year by the Company.

12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

Chartered Accountants

13. According to the information and explanation given by the management, all transaction with related parties are in compliance with section 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the notes to financial Statement, as required by the applicable accounting standards. The provision of section 177 are not applicable to the company and accordingly reporting under clause 3(xiii) in so far as it relates to section 177 of the Act is not applicable to the company and hence not commented upon

14. (a) According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business.

    (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15. In our opinion during the year the Company has not entered into any non-cash transactions withits Directors or persons connected with its directors. and hence provisions of section 192 of theCompanies Act, 2013 are not applicable to the Company.

16. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

    (b) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(b) of the Order is not applicable.

    (c) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (c) of the Order is not applicable.

    (d) According to the information and explanation given to us by the management, the Group has one CIC which is registered with the Reserve Bank of India.

17. The Company has not incurred cash losses during the financial year covered by our audit and the Company has incurred cash losses in the immediately preceding financial year.

18. There has been no resignation of the statutory auditors of the Company during the year.

19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date

of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

20. The provisions of section 135 of the companies Act, 2013 does not apply to the Company. Accordingly the provisions of clause 3(xx) of the Order are not applicable to the Company and hence not commented upon.

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
K. K. Mankeshwar & Co.,
Chartered Accountants
FRN – 106009W
UDIN: 22097820AJ40TE2361
New Delhi; dated the
16th May, 2022

K K Mankeshwar & Co. Chartered Accountants

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MAX ESTATES LIMITED

Report on the Internal Financial Controls 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 M/s Max Estates Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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.

K K Mankeshwar & Co. Chartered Accountants

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, 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, 2022, 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.

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.,
Chartered Accountants
FRN:- 106009W
UDIN: 22097820AJGTE2361
New Delhi, dated the
16th May, 2022

K.K. Mankeshwar & Co. Chartered Accountants

Max Estates Limited
Balance sheet as at March 31, 2022

(Rs. in Lacs)

	Notes	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	114.91	83.05
Investment Property	3.1	7,451.46	7,446.94
Other Intangible assets	4	3.45	5.78
Financial assets	5		
(i) Investment		50,003.88	49,707.57
(ii) Other financial assets		1,357.97	715.19
Other non current assets	6	953.55	270.72
Deferred tax assets		86.51	-
		59,971.74	**58,229.25**
Current assets			
Inventories	7	1,345.25	3,217.27
Financial assets	8		
(i) Trade receivables		162.95	50.64
(ii) Cash and cash equivalents		56.05	287.77
(iii) Bank balances other than (ii) above		3,543.88	5,291.60
(iv) Loans		3,089.57	1,233.92
(v) Other financial assets		335.98	108.21
Other current assets	9	333.69	455.90
		8,867.37	**10,645.31**
TOTAL ASSETS		**68,839.11**	**68,874.56**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	7,791.00	7,791.00
Other equity	10	52,800.41	52,143.44
Total equity		**60,591.41**	**59,934.44**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	11	3,661.88	3,805.08
(ii) Other financial liability	12	830.02	379.63
Provisions	13	56.82	42.55
		4,548.72	**4,227.26**
Current liabilities			
Financial liabilities	14		
(i) Borrowings		2,830.10	3,342.60
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises		4.63	159.79
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		307.96	552.55
(iii) Other financial liabilities		129.98	90.01
Other current liabilities	15	343.56	488.81
Provisions	16	82.75	79.10
		3,698.98	**4,712.86**
TOTAL LIABILITIES		**8,247.70**	**8,940.12**
TOTAL EQUITY AND LIABILITIES		**68,839.11**	**68,874.56**

Summary of significant accounting policies 2
Other notes on accounts 3-39

The accompanying notes are integral part of the financial statements

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K.Mankeshwar & Co. Chartered Accountants

New Delhi, dated the
16th May, 2022

For and on behalf of the Board of Directors of
Max Estates Limited

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Place
Date:

Max Estates Limited

Statement of profit and loss for the year ended March 31, 2022

(Rs. in Lacs)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
INCOME			
Revenue from operations	17	3,901.22	1,872.19
Other income	18	1,046.49	1,070.99
Total income		4,947.71	2,943.18
EXPENSES			
Cost of material consumed, construction & other related project cost	18.1	-	-
(Increase)/decrease in inventories of work-in-progress	18.2	1,850.95	1,557.96
Employee benefits expense	19	598.73	501.75
Finance costs	20	725.88	1,156.56
Depreciation and amortization expense	21	144.47	66.01
Other expenses	22	1,101.22	876.54
Total expenses		4,421.25	4,158.82
Profit/(Loss) before tax		**526.46**	**(1,215.64)**
Tax expenses			
- Current tax		-	-
- Income tax for earlier years		-	0.07
- Deferred tax		-	-
Total tax expense		-	**0.07**
Profit/(Loss) after tax		**526.46**	**(1,215.71)**
Other comprehensive income			
Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:			
Re-measurement losses on defined benefit plans	23	3.93	(9.79)
Income tax effect		-	-
		3.93	(9.79)
Other comprehensive income/(loss) for the year		3.93	(9.79)
Total comprehensive income/(loss) for the year		530.39	(1,225.50)
Earnings per equity share (Nominal Value of share Rs.10/-) (refer note 24)			
Basic (Rs.)		0.67	(1.56)
Diluted (Rs.)		0.12	(0.27)
Summary of significant accounting policies	2		
Other notes on accounts	3-39		

The accompanying notes are integral part of the financial statements

DINESH KUMAR BACHCHAS
Partner

Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

New Delhi, dated the
16th May, 2022

K.K. Mankeshwar & Co. Chartered Accountants

For and on behalf of the Board of Directors of
Max Estates Limited

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Place :
Date:

Max Estates Limited

Statement of cash flows for year ended March 31, 2022

(Rs. in Lacs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash flow from operating activities		
Profit/(Loss) before tax	526.46	(1,215.64)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of property, plant and equipment	141.72	63.28
Amortization of intangible assets	2.75	2.73
Employee stock option scheme expenses	-	25.57
Liability no longer required written back	(30.57)	(3.46)
Loss on disposal of property, plant and equipment	0.42	3.83
Interest income	(941.41)	(1,049.80)
Guarantee fee income	(14.72)	-
Profit on sale of current investment	-	(0.20)
Finance costs (including fair value change in financial instruments)	725.88	1,098.92
Operating profit before working capital changes	**410.53**	**(1,074.77)**
Working capital adjustments:		
Increase/ (decrease) in trade payables	(369.92)	(112.14)
Increase/ (decrease) in long-term provisions	14.27	(5.55)
Increase/ (decrease) in other non current financial liability	-	117.23
Increase/ (decrease) in short-term provisions	3.65	5.76
Increase/ (decrease) in other current liabilities	(145.25)	116.68
Increase/ (decrease) in other financial liabilities	508.92	30.20
Decrease / (increase) in trade receivables	(112.31)	(33.54)
Decrease / (increase) in inventories	1,872.01	1,527.13
Decrease / (increase) in other current and non current assets	(121.87)	94.24
Decrease / (increase) in current and non current financial assets	(170.27)	17.89
Cash generated from operations	**1,889.78**	**683.13**
Income tax paid	(140.52)	(78.83)
Net cash flows used in operating activities	**1,749.26**	**604.30**
Cash flow from investing activities		
Purchase of property, plant and equipment (including intangible assets, CWIP and capital advances)	(54.79)	(38.57)
Proceeds from sale of property, plant and equipment	0.72	7.00
Investment in Subsidiary company	-	(2,421.45)
Loan/Repayment of loan from/to subsidiary company	(1,855.65)	(1,233.93)
Investment in Investment property	(674.69)	(1,634.39)
Investment in Mutual Fund	-	0.20
Interest received	247.27	429.50
Net cash flows used in investing activities	**(2,337.14)**	**(4,891.64)**
Cash flow from financing activities		
Proceeds from issue of compulsorily convertible debentures	-	20,200.00
Interest paid	(729.72)	(1,087.04)
Proceeds from short-term borrowings from Holding/subsidiary company (net)	(599.13)	(17,063.06)
Proceeds/(Repayment) from/of long-term borrowings	(62.70)	2,407.69
Net cash flows from financing activities	**(1,391.54)**	**4,457.59**
Net increase/(decrease) in cash and cash equivalents	(1,979.44)	170.25
Cash and cash equivalents at the beginning of the year	5,579.37	5,409.12
Cash and cash equivalents at year ended	**3,599.93**	**5,579.37**

Particulars	As at 1st April, 2021	Net Cash Flows	Others	As at 31st March, 2022
Non-current borrowings	3,805.08	(149.33)	6.13	3,661.88
Short term/ Current maturities of Borrowings	3,342.60	(512.50)	-	2,830.10
Investments	49,707.57	-	296.31	50,003.88
Total	**56,855.25**	**(661.83)**	**302.44**	**56,495.86**

Particulars	As at 1st April, 2020	Net Cash Flows	Others	As at 31st March, 2021
Non-current borrowings	1,479.99	2,322.39	2.70	3,805.08
Short term/ Current maturities of Borrowings	20,339.60	(16,997.00)	-	3,342.60
Investments	47,286.13	2,399.80	21.64	49,707.57
Total	**69,105.72**	**(12,274.81)**	**24.34**	**56,855.25**

K.K. Mankeshwar & Co. Chartered Accountants

Components of cash and cash equivalents :-

		As at March 31, 2022	As at March 31, 2021
Balances with banks:			
On current accounts		55.16	286.99
Deposits with remaining maturity for less than 12 months		3,543.88	5,291.60
Cash on hand		0.89	0.78
		3,599.93	5,579.37
Summary of significant accounting policies	2		
Contingent liabilities, commitments and litigations	26		
Other notes on accounts	3-39		

The accompanying notes are integral part of the financial statements

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K. Mankeshwar & Co. Chartered Accountants

New Delhi, dated the
16th May, 2022

For and on behalf of the Board of Directors of
Max Estates Limited

KS Ramsinghaney

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar

Nitin Kumar Kansal
(Chief Financial Officer)

Place :
Date:

Max Estates Limited
Statement of changes in equity for the year ended March 31, 2022

a) Equity share capital

Particulars	Nos.	(Rs. in Lacs)
As at March 31, 2020	7,79,10,000	7,791.00
Add: Equity share issued during the year (refer note 10(i))	-	-
As at March 31, 2021	7,79,10,000	7,791.00
Add: Equity share issued during the year (refer note 10(i))	-	-
As at March 31, 2022	7,79,10,000	7,791.00

b) Other equity

(Rs. in Lacs)

Particulars	Reserves and surplus		Employees Stock Options	Other comprehensive income	Equity Component - Compulsorily Convertible Debentures (CCD)	Total equity
	Other equity	Retained earnings				
As at March 31, 2020	28.74	(3,891.55)	-	-	57,164.00	53,301.19
Profit/(Loss) for the year	-	(1,215.71)	-	-	-	(1,215.71)
Other comprehensive income for the year	-	-	-	(9.79)	-	(9.79)
Other equity created on account of guarantee fees	42.18	-	-	-	-	42.18
ESOP given during the year (refer note 30)	-	-	25.57			25.57
Equity component of compulsorily convertible debentures	-	-	-	-	-	-
As at March 31, 2021	70.92	(5,107.26)	25.57	(9.79)	57,164.00	52,143.44
Profit/(Loss) for the year	-	526.46	-	-	-	526.46
Other comprehensive income for the year	-	-	-	3.93	-	3.93
Other equity created on account of guarantee fees	-	-	-	-	-	-
ESOP given during the year (refer note 30)	-	-	40.07	-	-	40.07
Add: Tax impact on equity portion of interest free loan	86.51	-	-	-	-	86.51
As at March 31, 2022	157.43	(4,580.80)	65.64	(5.86)	57,164.00	52,800.41

Summary of significant accounting policies	2
Other notes on accounts	3-39

The accompanying notes are integral part of the financial statements

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K. Mankeshwar & Co. Chartered Accountants

New Delhi dated the
16th May, 2022

For and on behalf of the Board of Directors of
Max Estates Limited

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Place
Date

Max Estates Limited

1 **Corporate Information**

Max Estates Limited (the Company) is a company registered under Companies Act, 2013 and incorporated on 22nd March 2016 The Company engaged in the business of Real Estates development Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab - 144533

The financial statemensts were authorised for issuance in accordance with resolution of directors on May 16, 2022.

2 **Significant accounting policies**

2.1 **Basis of preparation**

These separate financial statement of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013 (Ind AS Compliant Schedule III), as applicable to these separate financial statements

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value

(i) Certain financial assets and liabilities that are measured at fair value

Financial Statement are presented in INR and all values are rounded to nearest Lacs (INR 00,000) except when otherwise stated

2.2 **Summary of significant accounting policies**

a. **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:

(i) Expected to be realized or intended to be sold or consumed in normal operating cycle

(ii) Held primarily for the purpose of trading

(iii) Expected to be realized within twelve months after the reporting period, or

(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is current when:

(i) It is expected to be settled in normal operating cycle

(ii) It is held primarily for the purpose of trading

(iii) It is due to settled within twelve months after the reporting period, or

(iv) 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 realization in cash and cash equivalents The Company has identified twelve months as its operating cycle

b. **Property, Plant and Equipment**

Under the previous GAAP (Indian GAAP), all assets were carried in the Balance Sheet at cost, less accumulated depreciation and accumulated impairment losses, if any On the date of transition to IND AS, the Company has applied exemption of Ind AS 101 to continue carrying value of all property, plant and equipment as at the date of transition as its deemed cost

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of CENVAT credit and VAT credit availed wherever applicable When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied All other repair and maintenance costs are recognized in profit or loss as incurred

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on prorata basis on straight-line method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows

Assets	Useful lives estimated by the management (years)
Furniture and fixtures	10 Years
Office equipment	5 Years

K K Mankeshwar & Co. Chartered Accountants

Computers	3 Years
Vehicles	8 Years

c. **Investment property**

Recognition and initial measurement
Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are measured initially at their cost of acquisition including transaction costs The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Property held under lease is classified as investment property when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. 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 Group All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives All other repair and maintenance costs are recognised in profit or loss as incurred

Depreciation on investment properties is provided on the straightline method, over the useful lives of the assets are as follows
Asset category* Estimated
Buildings and related equipment 15 to 60
Plant & Machinery & other equipment 6 to 10

Estimated useful life of Leasehold land is over the period of lease

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes Fair values are determined based on an annual evaluation performed by the company applying a valuation model acceptable

De-recognition
Investment properties are de-recognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of de-recognition

Depreciation on investment property has been provided on straight line method over the useful life of assets Useful life of assets are as under.
Building and related equipments : 15 to 60 years
Plant & machinery, furniture & fixtures and other equipments . 6 to 10 years

d. **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.
Intangible assets with finite useful life are amortized on a straight line basis over their estimated useful life of 3-6 years

e. **Impairment of non financial assets**
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used

After impairment, depreciation is provide on the revised carrying amount of the asset over its remaining economic life.

K.K. Mankeshwar & Co. Chartered Accountants

An assessments is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase

f. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity

(i) Financial assets

The Company classified its financial assets in the following measurement categories -

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories

(i) Debt instruments at amortized cost

(ii) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met

(i) Business model test : The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to released its fair value change), and

(ii) Cash flow characteristics test : Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

This category is the most relevant to the Company After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets When calculating the effective interest rate the company estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss The losses arising from impairment are recognized in the profit or loss This category generally applies to trade and other receivables

Debt instruments at Fair value through profit and loss

FVTPL is a residual category for financial instruments Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises Interest income from these Debt instruments is included in other income.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

-the rights to receive cash flows from the asset have expired, or

-the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either,

(a) the Company has transferred the rights to receive cash flows from the financial assets or

(b) the Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset

Inventories

Inventories comprise completed units for sale and property under construction (Work in progress)

(A) Completed Unsold inventory is valued at lower of cost and net realizable value Cost is determined by including cost of land, materials, services and related overheads

(B) Work in progress is valued at cost. Cost comprises value of land (including development rights), materials, services and other overheads related to projects under construction.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analyzed

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For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss However, if credit risk has increased significantly, lifetime ECL is used If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12- months ECL

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of trade receivables The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward- looking estimates At every reporting date, the historical observed default rates are updated and changes in the forward- looking estimates are analysed

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets Changes to the business model are expected to be infrequent The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represents liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period They are recognised initially at fair value and subsequently measured at amortised cost using EIR method

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term Gains or losses on liabilities held for trading are recognised in the statement of profit and loss Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI These gains/ loss are not subsequently transferred to profit and loss However, the Company may transfer the cumulative gain or loss within equity All other changes in fair value of such liability are recognised in the statement of profit or loss The Company has not designated any financial liability as at fair value through profit and loss

Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction cost incurred After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR The EIR amortization is included as finance costs in the statement of profit and loss

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of IND AS 109 and the amount recognised less cumulative amortization.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or medication is treated as the derecognition of the original liability and the recognition of a new liability The difference in the respective carrying amounts is recognised in the statement of profit and loss

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously

g. **Investment in Subsidiaries**

The investment in subsidiaries are carried at cost as per IND AS 27 Investment carried at cost is tested for impairment as per IND AS 36 An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss

h. **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured The following specific recognition criteria must also be met before revenue is recognized:

(i) Revenue is recognised over time if either of the following conditions is met:

a. Buyers take all the benefits of the property as real estate developers construct the property.

b. Buyers obtain physical possession of the property

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c. The property unit to be delivered is specified in the contract and real estate entity does not have an alternative use of the unit, the buyer does not have the discretion to terminate the contract and the entity has right to payment for work completed to date

In case none of these conditions is met, revenue would be recognised at a point in time when the control of the property is passed on to the customer

(ii) Revenue from shared services

Revenue from shared services is recognized over the period of contract, as and when services are rendered

(iii) Revenue from project management consultancy / secondment

Revenue from project management consultancy / secondment is recognized as per the terms of the agreement on the basis of services rendered

(iv) Gain on sale of investments

On disposal of an investment, the difference between the carrying amount and net disposal proceeds is recognised to the profit and loss statement

(v) Interest and direct expenditure attributable to specific projects are capitalized in the cost of project, other interest and indirect costs are treated as 'Period Cost' and charged to Profit & Loss account in the period in which it is incurred

(vi) All other incomes and expenditures are accounted for on accrual basis

i. **Taxes**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the Income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date

Deferred tax liabilities are recognised for all taxable temporay differences

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

j. **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs

k. **Leases**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payment are structured to increase in line with expected general inflation to compensate for the losses in expected inflationary cost increase.

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Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

l. **Provision and Contingent liabilities**

Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date

m. **Retirement and other employee benefits**

Provident fund

The Company contributed to employees provident fund benefits through recognised provident fund, contribution to fund has been on monthly basis for employees and employer share

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

(i) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non routine settlements

(ii) Net interest expenses or income

Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it it expects to pay as a result of the unused entitlement that has accumulated at the reporting date

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period 12 months, the same is presented as non-current liability.

Short-term obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

n. **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value

o. **Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of shares outstanding during the year adjusted for the effects of all potential equity shares

p. **Foreign currencies**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). the Company's financial statements are presented in Indian rupee ( ) which is also the Company's functional and presentation currency

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction

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Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

q. Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accouting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methords, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Investment in unquoted equity shares
- Financial instruments (including those carried at amortised cost)

2.3 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16

Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 37

Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

2.4 Significant accounting judgements, estimates and assumptions

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

(a) Determining the lease term of contracts with renewal and termination options - Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset)

The Company included the renewal period as part of the lease term for leases of plant and machinery with shorter non-cancellable period (i.e., three to five years). The Company typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available. The renewal periods for leases of plant and machinery with longer non-cancellable periods (i.e., 10 to 15 years) are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised

Property lease classification – Company as lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis

(b) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Company use Net asset value for valuation of investment in mutual fund.

(c) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. the Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Impairment of non-Financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

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Max Estates Limited

Notes forming part of the financial statements

3. Property, plant and equipment (PPE)

	Office equipment	Furniture and fixture	Motor vehicles *	Computers and data processing units	Total
At cost					
As at March 31, 2020	**2.26**	**0.93**	**81.40**	**30.54**	**115.13**
Additions	-	0.09	29.49	6.24	35.82
Disposals	-	-	15.24	0.45	15.69
As at March 31, 2021	**2.26**	**1.02**	**95.65**	**36.33**	**135.26**
Additions	-	-	35.61	19.48	55.10
Disposals	-	-	-	22.67	22.67
As at March 31, 2022	**2.26**	**1.02**	**131.26**	**33.14**	**167.69**
					-
Depreciation					-
As at March 31, 2020	**1.20**	**0.19**	**18.09**	**22.32**	**41.80**
Additions	0.43	0.09	10.26	4.49	15.27
Disposals	-	-	4.45	0.40	4.85
As at March 31, 2021	**1.63**	**0.28**	**23.90**	**26.41**	**52.22**
Additions	0.31	0.10	13.97	7.71	22.09
Disposals	-	-	-	21.53	21.53
As at March 31, 2022	**1.94**	**0.38**	**37.87**	**12.59**	**52.78**
					-
Net carrying amount					-
As at March 31, 2022	**0.32**	**0.64**	**93.39**	**20.55**	**114.91**
As at March 31, 2021	**0.63**	**0.74**	**71.76**	**9.92**	**83.05**

* Motor vehicle amounting to Rs.75.93 lacs (March 31,2021 Rs 62.41 lacs) subject to charge against vehicle loan Refer note no 11

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3.1. Investment property

(Rs in Lacs)

	Investment Property	Investment Property under development
At cost		
As at March 31, 2020	-	5,803.54
Additions	7,494.95	1,691.41
Disposals	-	7,494.95
As at March 31, 2021	**7,494.95**	-
Additions	124.15	-
Disposals/capitalised during the year	-	-
As at March 31, 2022	**7,619.10**	-
Depreciation		
As at March 31, 2020	-	-
Additions	48.01	-
Disposals	-	-
As at March 31, 2021	**48.01**	-
Additions	119.63	
Disposals	-	-
As at March 31, 2022	**167.64**	-
Net carrying amount		
As at March 31, 2022	**7,451.46**	-
As at March 31, 2021	**7,446.94**	-

Notes:

(i) Contractual obligations

Refer note 26 for disclosure of contractual commitments for the acquisition of investment properties

(ii) Capitalised borrowing cost

During the year company has capitalised Rs.Nil (Previous Year - 242.16 Lacs) under investment property under CWIP

(iii) Amount recognised in profit and loss for investment properties

	(Rs in Lacs)
Rental income	353.83
Less: Direct operating expenses generating rental income	328.24
Profit from leasing of investment properties	25.59
Less: depreciation expense	123.70
Profit from leasing of investment properties after depreciation	(98.12)

(iv) Fair value

Fair value hierarchy and valuation technique

The fair value of investment property has been determined by the company internally, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value has been arrived using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental of 15% on every 3 years, vacancy rate of 3% and discount rate of 12.00%

Reconciliation of fair value:

	(Rs in Lacs)
Opening balance as at 1 April 2021	Rs 8500 to 10000 lacs
Increase of Fair value	-
Decline in fair value	-
Closing balance as at 31 March 2022	Rs 8500 to 10000 lacs

Valuation models applied for valuation:

Discounted cash flow method - net present value is determined based on projected cash flows discounted at an appropriate rate

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Max Estates Limited
Notes forming part of the financial statements

4. Intangible assets

(Rs in Lacs)

	Computer software	Total
At cost		
As at March 31, 2020	17.43	17.43
Additions	-	-
Disposals	-	-
As at March 31, 2021	17.43	17.43
Additions	0.42	0.42
Disposals	-	-
As at March 31, 2022	17.85	17.85
		-
Amortization		-
As at March 31, 2020	8.91	8.91
Additions	2.74	2.74
Disposals	-	-
As at March 31, 2021	11.65	11.65
Additions	2.75	2.75
Disposals	-	-
As at March 31, 2022	14.40	14.40
		-
Net carrying amount		-
As at March 31, 2022	3.45	3.45
As at March 31, 2021	5.78	5.78

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Max Estates Limited
Notes forming part of the financial statements
5. Non Current financial assets
Investment

	As at March 31, 2022	As at March 31, 2021
		(Rs. in Lacs)
Investment in equity instrument (value at cost)		
Investments in subsidiaries		
Unquoted equity shares		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd)		
6,50,60,000 Equity shares of Rs. 10 each fully paid up (March 31, 2021 - 6,50,60,000 Equity Shares)	6,506.00	6,506.00
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited)		
3,57,10,000 Equity shares of Rs. 10 each fully paid up (March 31, 2021 - 3,57,10,000 Equity shares)	3,571.00	3,571.00
(c) Pharmax Corporation Limited		
(4,71,22,747 Equity shares of Rs. 10 each fully paid up (March 31, 2021 - 4,71,22,747 Equity shares)	6,073.05	6,073.05
Cumulative Convertible Preference Shares		
(a) Pharmax Corporation Limited		
(3,00,000 10% Cumulative Convertible Preference shares of Rs. 100 each fully paid up (March 31, 2021 - 3,00,000)	3,900.00	3,900.00
Unquoted Compulsory Convertible Debentures		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd)		
26020 Debentures of Rs. 1,00,000 each fully paid up (March 31, 2021 - 26020 Debentures)	26,020.00	26,020
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited)		
3,57,10,000 Debentures of Rs. 10 each fully paid up (March 31, 2021 - 3,57,10,000 Debentures)	3,571.00	3,571.00
Equity component of guarantee given for loan		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd)	47.75	47.75
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited)	57.88	18.77
Equity portion of interest free laon (net of deferred tax)		
Pharmax Corporation Limited	257.20	-
	49,746.69	**49,707.57**
Aggregate value of unquoted investments	49,746.69	49,707.57
Aggregate value of at cost	49,746.69	49,707.57

5. Non Current financial assets		
Other financial assets		
Security deposits	29.90	29.90
Interest accrued on CCD's	1,328.07	685.29
	1,357.97	**715.19**
6 Other non current assets		
Deferred guarantee fee	52.86	61.09
Tax deducted at source recoverable	350.14	209.63
Capital Advances	550.55	-
	953.55	**270.72**
6.1 Deferred tax assets		
Tax impact of equity portion of interest free loan	86.51	-
	86.51	-

(Rs. in Lacs)

		As at March 31, 2022	As at March 31, 2021
7.	**Inventories**		
	Construction Materials	19.66	40.73
	Finished Goods	1,138.84	2,835.54
	Work-in-process	186.75	341.00
		1,345.25	**3,217.27**

(Rs. in Lacs)

		As at March 31, 2022	As at March 31, 2021
8.	**Current financial assets**		
	(i) Trade receivables		
	Unsecured :-		
	Unsecured, considered good *	162.95	50.64
		162.95	**50.64**

* includes Rs.150.14 lacs (Previous year Rs.18.79 lacs) due from related parties

Ageing of trade receivable as on 31st March 2022	Outstanding for following periods from due date of payment					
Undisputed Trade receivables – considered good	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2022	146.63	3.30	13.02	-	-	**162.95**
As on March 31, 2021	37.87	12.77	-	-	-	**50.64**

		As at March 31, 2022	As at March 31, 2021
	(ii) Cash and cash equivalents		
	Balances with banks:		
	On current accounts	55.16	286.99
	Cash in hand	0.89	0.78
		56.05	**287.77**
	(iii) Bank balances other than (ii) above		
	Deposits with remaining maturity for more than 3 months but less than 12 months	3,543.88	5,291.60
		3,543.88	**5,291.60**
	(iv) Loans		
	Loans to related parties (refer note 33b)	3,089.57	1,233.92
		3,089.57	**1,233.92**
	(v) Other financial assets		
	Rent receivable (Equalisation)	205.09	28.68
	Interest accrued on deposits	128.86	77.50
	Security Deposit	2.03	2.03
		335.98	**108.21**
9.	**Other current assets**		
	(Unsecured, considered good)		
	Advances :-		
	- from related party	36.37	104.71
	- from others	14.31	5.76
	Deferred guarantee fee	4.12	4.12
	Prepaid expenses	96.89	94.82
	Balance with statutory authorities	183.20	246.49
		333.69	**455.90**

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Max Estates Limited
Notes forming part of the financial statements

10. Share capital and other equity

(i) Equity share capital

(Rs in Lacs)

	As at March 31, 2022	As at March 31, 2021
a) Authorized		
7,80,00,000 equity shares of Rs 10/- each (March 31, 2021 - 7,80,00,000 equity shares of Rs 10/- each)	7,800.00	7,800.00
	7,800.00	**7,800.00**
Issued, subscribed and fully paid-up		
7,79,10,000 equity shares of Rs 10/- each fully paid up (March 31, 2021 - 7,79,10,000 equity shares of Rs 10/- each)	7,791.00	7,791.00
Total issued, subscribed and fully paid-up share capital	**7,791.00**	**7,791.00**

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	March 31, 2022		March 31, 2021	
Equity shares	**No. of shares**	**(Rs. In lacs)**	**No. of shares**	**(Rs. In lacs)**
At the beginning of the year	7,79,10,000	7,791.00	7,79,10,000	7,791.00
Add: Shares issued during the year	-	-	-	-
Outstanding at the end of the year	7,79,10,000	7,791.00	7,79,10,000	7,791.00

c) Terms and rights attached to 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 dividend if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	March 31, 2022		March 31, 2021	
	No. of shares	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Max Ventures & Industries Limited	7,79,09,994	99.9999%	7,79,09,994	99.9999%

e) Details of shares held by holding company

Name of the Shareholder	March 31, 2022		March 31, 2021	
	No. of shares	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Max Ventures & Industries Limited	7,79,09,994	99.9999%	7,79,09,994	99.9999%

f) Aggregate number of Shares issued for consideration other than cash during the period of five years immediately preceding the reporting date - NIL

g) Shareholding of Promoters

Shares held by promoters at the end of the year				
As at	**Promoter Name**	**No. Of shares**	**% of total shares**	**% Change during the year**
March 31, 2022	Max Ventures & Industries Limited	7,79,09,994	99.9999%	Nil
March 31, 2021	Max Ventures & Industries Limited	7,79,09,994	99.9999%	Nil

(ii) Other equity

	As at March 31, 2022	As at March 31, 2021
		(Rs. in Lacs)
Compulsorily Convertible Debentures (CCD) (refer note a below)	57,164.00	57,164.00
Other equity (refer note b below)	223.07	96.49
Retained earnings (refer note c below)	(4,586.66)	(5,117.05)
	52,800.41	**52,143.44**

Notes:

a) Compulsorily Convertible Debentures (CCD)		
At the beginning of the year	57,164.00	36,964.00
Add: additions during the year	-	20,200.00
At the end of the year	**57,164.00**	**57,164.00**
b) Other equity		
At the beginning of the year	96.49	28.74
Add: additions on account equity created on guarantee fees & ESOP	40.07	67.75
Add: Tax impact on equity portion of interest free loan	86.51	-
At the end of the year	**223.07**	**96.49**
c) Retained earnings		
At the beginning of the year	(5,117.05)	(3,891.55)
Profit/(Loss) for the year	526.46	(1,215.71)
Re-measurement of post employment benefit obligation (net of tax) (item of OCI)	3.93	(9.79)
At the end of the year	**(4,586.66)**	**(5,117.05)**

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Max Estates Limited
Notes forming part of the financial statements

11. Borrowings

		(Rs. in Lacs)
	As at March 31, 2022	As at March 31, 2021
Non-current borrowings		
Term loans (secured)		
From banks	3,793.64	3,859.23
Vehicle loans from Bank (secured)	31.34	28.45
	3,824.98	**3,887.68**
Less: Amount disclosed under "other current financial liabilities" [refer note 14(i)]	**163.10**	**82.60**
	3,661.88	**3,805.08**
Aggregate Secured loans	**3,824.98**	**3,887.68**
Aggregate Unsecured loans	-	-

Vehicle loan :-
Vehicle loans amounting to Rs. 31.34 Lakhs (March 31,2021 - Rs. 28.45 Lacs) are secured by way of hypothecation of respective vehicles. The loans are repayable in 1-3 years. Rate of interest is 7.60%, 7.65%, 7.80% 8.20%and 9.00%

Term Loan from Banks :-

i) The Company has taken secured term loan facility for 4,500 Lakhs loan from ICICI Bank Limited. Out of this facility the company has drawn 3,905 lakhs till March 31, 2022. The Facility, all interest thereon, costs, charges, expenses and all other monies in respect thereof shall be secured by:

ii) Exclusive charge by way of equitable mortgage over the Project being developed by the Borrower on the Property.;

iii) Exclusive charge by way of hypothecation on the Scheduled Receivables of the Projectand all insurance proceeds, both present and future

iv) Exclusive charge by way of hypothecation on the Escrow Accounts of the Project and the DSR Account and all monies cred- ited/deposited therein (in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be)

The security as required by Lender shall be created in favour of Lender, in a form and manner satisfactory to Lender.

Post creation of security, the Project shall provide a security cover of 1.50 times during the entire tenure of the Facility on the outstanding loan amount of Facility

Repayment terms:-

The repayment of principal amount of facility need to be made in 108 instalments commencing from 1 month from the first drawdown date

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Notes forming part of the financial statements

	As at March 31, 2022	As at March 31, 2021
		(Rs. in Lacs)
12. Other non current financial liability		
Security Deposit received	762.02	374.41
Deferred Finance Income (Security deposit)	68.00	5.22
	830.02	**379.63**
13. Long term provision		
Provision for employee benefits		
Provision for gratuity (refer note 28)	56.82	42.55
	56.82	**42.55**
14. Current financial liabilities		
(i) Borrowings		
Loan from related party (Unsecured) *	2,667.00	3,260.00
Current maturity of long term borrowings (refer note 11)	163.10	82.60
	2,830.10	**3,342.60**
* interest bearing loan @ 9.25%, repayable on demand		
(ii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises*	4.63	159.79
Total outstanding dues of creditors other than micro enterprises and small enterprises		
-Payable to related parties	-	-
- Others	307.96	552.55
	312.59	**712.34**

Trade Payables ageing schedule as on 31st March 2022

Particulars	Outstanding for following periods from due date of payment		
	<1 year	1-2 years	2-3 years
(i) MSME	4.63		
(ii) Others	296.09	11.87	-
(iii) Disputed dues-MSME	-	-	-
(iv) Disputed dues -others	-	-	-

Trade Payables ageing schedule as on 31st March 2021

Particulars	Outstanding for following periods from due date of payment		
	<1 year	1-2 years	2-3 years
(i) MSME	159.79	-	-
(ii) Others	548.03	4.52	-
(iii) Disputed dues-MSME	-	-	-
(iv) Disputed dues -others	-	-	-

*** Details of dues to micro and small enterprises as per MSMED Act, 2006**

As per the Act, the Company is required to identify the Micro and small suppliers and pay them interest on overdue beyond the specified period irrespective of the terms agreed with such suppliers. Based on the information available with the Company, none of the creditors have confirmed the applicability of act on them. Hence, the liability of the interest and disclosure are not required to be disclosed in the financial statements.

	As at March 31, 2022	As at March 31, 2021
(iii) Other current financial liabilities		
Interest accrued but not due on borrowings	13.34	17.19
Security deposits	74.06	52.11
Deferred Guarantee Income	39.86	17.99
Deferred Finance Income (Security deposit)	2.72	2.72
	129.98	**90.01**
15. Other current liabilities		
Statutory dues	89.48	69.80
Advance from Customers	254.08	419.01
	343.56	**488.81**
16. Short term provision		
Provision for employee benefits		
Provision for leave encashment	81.95	78.56
Provision for gratuity (refer note 28)	0.80	0.54
	82.75	**79.10**

17. Revenue from operations

(Rs. in Lacs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from operations	3,215.58	1,697.87
Revenue from Project Management Consultancy/CAM	685.64	174.32
Total revenue from operations	**3,901.22**	**1,872.19**

18. Other Income

Interest Received	941.41	1,049.80
Profit on sale of mutual fund	-	0.20
Guarantee Fee Income	14.72	0.66
Liability no longer required written back	30.57	3.46
Other non-operating income	14.69	11.41
Miscellaneous Income	45.10	5.46
	1,046.49	**1,070.99**

18.1. Cost of material consumed, construction & other related project cost

Inventories at beginning of year	40.73	9.90
Add: Purchases	-	-
Construction Materials	-	28.14
Civil Construction Work	(21.07)	2.70
	19.66	40.73
Less: inventory at the end of year	19.66	40.73
Cost of material consumed, construction & other related project cost	-	-

18.2. (Increase)/ decrease in work-in-progress

Inventories at end of year		
Finished Goods	1,138.84	2,835.54
Work-in-process	186.75	341.00
	1,325.59	**3,176.54**
Inventories at beginning of the year		
Finished Goods	2,835.54	4,393.50
Work-in-process	341.00	341.00
	3,176.54	**4,734.50**
(Increase)/ decrease in work-in-progress	**1,850.95**	**1,557.96**

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19. Employee benefits expense

(Rs. in Lacs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	497.12	439.69
Contribution to provident and other funds	33.91	18.87
Employee stock option scheme (refer note 30)	39.57	25.57
Gratuity expense (refer note 28) *	20.48	13.56
Staff welfare expenses	7.39	4.06
	598.47	**501.75**

* Rs. Nil (Previous year Rs.1.73 lacs) capitalised as part of investment property

20. Finance costs

Interest on borrowings	682.60	1,098.92
Bank charges	43.27	57.64
	725.87	**1,156.56**

21. Depreciation and amortization expense

Depreciation on Investment property & property, plant and equipment (refer note 3)	141.72	63.28
Amortization of intangible assets (refer note 4)	2.75	2.73
	144.47	**66.01**

22. Other expense

Rent	0.05	3.39
Insurance	20.45	17.78
Rates and taxes	79.45	54.48
Repairs and maintenance:		
Others	158.84	37.97
Printing and stationery	0.51	0.53
Travelling and conveyance	18.57	12.15
Communication	2.56	2.70
Legal and professional *	422.63	643.46
Net loss on sale/disposal of fixed assets	0.42	3.83
Membership & Subscription	24.52	46.92
Marketing Expenses	252.50	43.65
Business Promotion	36.82	4.52
Facility Management Charges	64.94	-
Miscellaneous expenses	18.96	5.16
	1,101.22	**876.54**

*** Payment to auditor (included in legal and professional fee)**

As auditor:		
Audit fee	0.75	0.75
Other services (Limited review & certification fees)	0.50	0.51
	1.25	**1.26**

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23 Other comprehensive income

(Rs. in Lacs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Re-measurement losses on defined benefit plans	3.93	(9.79)
Income tax effect	-	-
	3.93	**(9.79)**

24 Earning Per Share

	For the year ended March 31, 2022	For the year ended March 31, 2021
Basic EPS		
Profit/(Loss) after tax (Rs. in Lacs)	526.46	(1,215.71)
Less: dividends on convertible preference shares & tax thereon		
Net profit/(loss) for calculation of basic EPS	526.46	(1,215.71)
Weighted average number of equity shares outstanding during the year (Nos.)	7,79,10,000	7,79,10,000
Basic earnings per share (Rs.)	**0.67**	**(1.56)**
Dilutive EPS		
Profit/(Loss) after tax (Rs. in Lacs)	526.46	(1,215.71)
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos)	44,75,50,000	44,75,50,000
Diluted earnings per share (Rs.)	**0.12**	**(0.27)**

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Max Estates Limited
Notes forming part of the financial statements

25 **Income Tax**

The major components of income tax expense for the year ended March 31, 2022 and March 31, 2021 :

Statement of profit and loss :

Profit and loss section

(Rs. in Lacs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current income tax :		
Current tax	-	-
Income tax for earlier years	-	0.07
Deferred tax :		
Relating to origination and reversal of temporary differences	-	-
Income tax expense reported in the statement of profit and loss	-	**0.07**

Deferred tax relates to the following: - -

	For the year ended March 31, 2022	For the year ended March 31, 2021
Deferred tax liabilities	-	-
Differences in depreciation in block of fixed assets as per tax books and financial books	-	-
Difference in book base and tax base in investments	-	-
Others	-	-
Gross deferred tax liabilities (a)	-	-
Deferred tax assets	-	-
Effect of expenditure debited to the statement of Profit and Loss in the current period/earlier periods but allowed for tax purposes in following periods	-	-
Others	86.51	-
Gross deferred tax assets (b)	**86.51**	-
Mat Credit (c)	-	-
Deferred tax liabilities/(assets) (net)	**(86.51)**	-

Reflected in the balance sheet as follows:

Reconciliation of deferred tax liabilities (net):

(Rs. in Lacs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening balance	-	-
Tax expense/(income) during the period recognised in profit or loss	-	0.07
Tax expense/(income) during the period recognised in OCI	86.51	-
Closing balance	**86.51**	**0.07**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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Notes forming part of the financial statements

26 Commitments and contingencies

i) Capital commitments

(Rs. In lacs)

	As at March 31, 2022	As at March 31, 2021
Estimated amount of contracts remaining to be executed on capital account and not accounted for	34.94	6.82
Less: Capital Advances	-	0.98
Net Commitment	5.84	5.84

ii) Contingent liabilities

(Rs. In lacs)

	As at March 31, 2022	As at March 31, 2021
Bank Guarantee	5,000.00	5,000.00
Uttarakhand Vat	21.24	-

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Notes forming part of the financial statements

27 Other notes to accounts

Investment in subsidiaries

(a) These financial statement are separate financial statements prepared in accordance with Ind AS-27" Separate Financial Statements"

(b) The Company's investments in subsidiaries are as under:

Name of the Subsidiary	Country of incorporation	Portion of ownership interest as at March 31, 2022	Portion of ownership interest as at March 31, 2021	Method used to account for the investment
Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt.Ltd.)	India	100%	100%	At deemed cost
Max Square Ltd (formerly known as Northern Propmart Solutions Ltd)	India	51%	51%	At deemed cost
Pharmax Corporation Ltd	India	85%	85%	At deemed cost

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28 Gratuity

The Company has a defined benefit gratuity plan Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service

(Rs. in lacs)

		As at March 31, 2022	As at March 31, 2021
a)	**Reconciliation of opening and closing balances of defined benefit obligation**		
	Defined benefit obligation at the beginning of the year	43 09	38.39
	Interest expense	2 92	2.61
	Current service cost	17 56	12.72
	Benefit paid	(2 02)	(20.34)
	Acquisition adjustment	-	(0.08)
	Remeasurement of (Gain)/loss in other comprehensive income		
	Actuarial changes arising from changes in demographic assumptions	-	-
	Actuarial changes arising from changes in financial assumptions	-	-
	Actuarial changes arising from changes in experience adjustments	(3.93)	9.79
	Defined benefit obligation at year end	**57.62**	**43.09**
b)	**Reconciliation of opening and closing balances of fair value of plan assets**		
	Fair value of plan assets at beginning of the year	-	-
	Expected return on plan assets	-	-
	Employer contribution	-	-
	Remeasurement of (Gain)/loss in other comprehensive income	-	-
	Fair value of plan assets at year end	-	-
c)	**Net defined benefit asset/ (liability) recognized in the balance sheet**		
	Fair value of plan assets		
	Present value of defined benefit obligation	57 62	43.09
	Amount recognized in balance sheet- asset / (liability)	**57.62**	**43.09**
d)	**Net defined benefit expense (recognized in the statement of profit and loss for the year)**		
	Current service cost	17 56	12 72
	Past service cost		
	Interest cost on benefit obligation	2 92	2.61
	Expected return on plan assets		
	Net defined benefit expense debited to statement of profit and loss	**20.48**	**15.33**
e)	**Remeasurment (gain)/loss recognised in other comprehensive income**		
	Actuarial changes arising from changes in financial assumptions	-	-
	Actuarial changes arising from changes in experience adjustments	(3.93)	9.79
	Recognised in other comprehensive income	**(3.93)**	**9.79**
f)	**Broad categories of plan assets as a percentage of total assets**		
	Insurer managed funds	0%	0%

g) **Principal assumptions used in determining defined benefit obligation**

Assumption particulars	**for the year ended March 31, 2022**	**for the year ended March 31, 2021**
Discount rate	7 26%	6.79%
Salary escalation rate	10 00%	10.00%
Mortality Rate (% of IALM 12-14)	100.00%	100.00%

		for the year ended March 31, 2022	**for the year ended March 31, 2021**
h)	**Quantitative sensitivity analysis for significant assumptions is as below:**		
	Increase / (decrease) on present value of defined benefits obligations at the end of the year		
	Discount rate		
	Increase by 0.50%	(4.11)	(2.96)
	Decrease by 0 50%	4.54	3.28
	Salary growth rate		
	Increase by 0.50%	4 40	3.16
	Decrease by 0 50%	(4 03)	(2 89)
	Attrition rate		
	Increase by 0.50%		
	Decrease by 0.50%		

i) The average duration of the defined benefit plan obligation at the end of the reporting year is 15.97 years (March 31, 2021 : 15.64 years)

j) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

k) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

l) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year

28.01 Leave Encashment (unfunded)

The Company recognises the leave encashment expenses in the Statement of Profit & Loss based on actuarial valuation

The expenses recognised in the Statement of Profit & Loss and the Leave encashment liability at the beginning and at the end of the year :

(Rs. in lacs)

Particulars	**for the year ended March 31, 2022**	**for the year ended March 31, 2021**
Liability at the beginning of the year	78 57	73.26
Benefits paid during the year	(3 53)	(21.61)
Provided during the year	6 92	26.92
Liability at the end of the year	**81.96**	**78.57**

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29 Segment reporting

The Company is a one segment company in the business of real estates development. All its operations are located in India , accordingly, the Company views these activities as one business segment, there are no additional disclosures to be provided in terms of Ind AS 108 on 'Segment Reporting'.

30 Employee Stock Option Plan

Employee Stock Option Plan – 2016 ("the 2016 Plan"):

The Holding Company, Max Ventures and Industries Limited has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of Max Ventures and Industries Limited in its annual general meeting held on September 27, 2016.

The details of activity under the scheme are summarized below:

Particulars	**March 31, 2022**		**March 31, 2021**	
	Number of options	**Weighted Average exercise price (Rs.)**	**Number of options**	**Weighted Average exercise price (Rs.)**
Outstanding at the start of the year	2,61,190	12.90	-	-
Options granted during the year	82,667	32.27	2,61,190	12.90
Lapsed during the year	-	-	-	-
Exercised during the year	65,293	12.90	-	-
Outstanding at the end	2,78,564	18.65	2,61,190	12.90
Exercisable at the end	-	-	-	-

For options exercised during the year, the weighted average share price at the exercise date was Rs.12.90 per share.

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2022 and March 31, 2021 are as follows:

Date of grant	**March 31, 2022**		**March 31, 2021**	
	Number of options	**Weighted average remaining life in years**	**Number of options**	**Weighted average remaining life in years**
04-06-2020 (Grant Type I)	2,61,190	2.68	2,61,190	3.68
02-07-2021 (Grant Type II)	82,667	3.68	-	

During the year ended March 31, 2022 65293 number (Previous year Nil) of stock options were exercised by the aforesaid option holders.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) of Max Ventures and Industries Limited subject to minimum par value of shares (Rs. 10/-). The Company has valued Employee Stock Option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

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31 **Financial instruments**

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value are as follows:

(Rs. in Lacs)

Category	Carrying Value			Fair Value	
	March 31, 2022	March 31, 2021		March 31, 2022	March 31, 2021
1) Financial asset at amortized cost					
Current and Non Current					
Loans	4,447.54	1,949.11		4,447.54	1,949.11
Other financial assets	335.98	108.21		335.98	108.21
Trade receivables	162.95	50.64		162.95	50.64
Cash and cash equivalents	3,599.94	5,579.37		3,599.94	5,579.37
Investments	50,003.88	49,707.57		50,003.88	49,707.57
2) Financial liabilities at amortized cost					
Non Current					
Borrowings	3,661.88	3,805.08		3,661.88	3,805.08
Current					
Borrowings	2,830.10	3,342.60		2,830.10	3,342.60
Other financial liabilities	129.98	90.01		129.98	90.01
Trade payables	312.59	712.34		312.59	712.34

The Company assessed that trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors are considered to be the same as their fair values, due to their short term nature.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

The fair value of unquoted instruments, loans from banks and other financial liabilities as well as other noncurrent financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable and unobservable inputs in the model, of which the significant observable and unobservable inputs are disclosed in the table below. Management regularly assesses a range of reasonably possible alternatives for those significant observable and unobservable inputs and determines their impact on the total fair value.

The fair values of the Company's interest-bearing borrowings and other non-current financial liabilities are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly
Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2022

(Rs. in Lacs)

Particulars	Carrying value March 31, 2022	Fair value		
		Level 1	Level 2	Level 3
Current				
Loans	4,447.54	-	4,447.54	-
Other financial assets	335.98	-	-	335.98
Trade receivables	162.95	-	-	162.95
Cash and cash equivalei	3,599.94	-	-	3,599.94
Investments	50,003.88	-	-	50,003.88

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2021

(Rs. in Lacs)

Particulars	Carrying value March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Loans	1,949.11	-	1,949.11	-
Other financial assets	108.21	-	-	108.21
Trade receivables	50.64	-	-	50.64
Cash and cash equivalei	5,579.37	-	-	5,579.37
Investments	49,707.57	-	-	49,707.57

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2022

(Rs. in Lacs)

Particulars	Carrying value March 31, 2022	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	3,661.88	-	3,661.88	-
Current				
Borrowings	2,830.10	-	-	2,830.10
Other financial liabilitie	129.98	-	-	129.98
Trade payables	312.59	-	-	312.59

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2021

(Rs. in Lacs)

Particulars	Carrying value March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	3,805.08	-	3,805.08	-
Current				
Borrowings	3,342.60	-	-	3,342.60
Other financial liabilitie	90.01	-	-	90.01
Trade payables	712.34	-	-	712.34

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32 Financial risk management objectives and policies

The Company's has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Corporate Finance department. evaluates financial risks in close co-operation with the various stakeholders

The Company is exposed to capital risk. market risk. credit risk and liquidity risk These risks are managed pro-actively by the Senior Management of the Company. duly supported by various Groups and Committees

a) Capital risk

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns to its shareholders and benefits for other stakeholders and to provide for sufficient

b) 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 employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities Given the nature of the underlying businesses. the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared not only for the entities but the Group as a whole and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project. negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Investment and Performance Review Committee of the Board

The table below represents the maturity profile of Company's financial liabilities at the end of March 31, 2022 and March 31 2021 based on contractual undiscounted payments -

March 31, 2021	0-1 Years	1-5 Years	More than 5 Years	Total
Interest bearing borrowings	3,342.60	3,805.08		7,147.68
Trade payable	712.34	-	-	712.34
Other financial liabilities	469.64	-	-	469.64
% to Total	**54.77%**	**45.23%**	**0.00%**	**100.00%**
March 31, 2022				
Interest bearing borrowings	2,830.10	3,661.88		6,491.98
Trade payable	312.59	-	-	312.59
Other financial liabilities	960.00	-	-	960.00
% to Total	**54.77%**	**45.23%**	**0.00%**	**100.00%**

c) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract. leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities. including deposits with banks. foreign exchange transactions and other financial instruments.

(i) Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy. procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management Department assesses the credit quality of the customer. taking into account its financial position. past experience and other factors. The Company provides credit to individuals on exceptional basis only. An impairment analysis is performed at each reporting date on an individual basis

Trade receivables (Rs. in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Neither past due or impaired	-	-
0 to 180 days due past due date	146.63	37.87
More than 180 days due past due date	16.32	12.77
Total trade receivables	162.95	50.64

(ii) Financial instruments and cash deposit

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and other risk free securities The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Company

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31. 2022 and March 31. 2021 is the carrying amounts as illustrated in note 11 and the liquidity table above

d) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices Market prices comprises three types of risk: currency rate risk. interest rate risk and other price risks. such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings. deposits. investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31. 2022 and March 31 2021 The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks This is based on the financial assets and financial liabilities held as of March 31. 2022

(i) Interest rate risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligation at fixed interest rate.

(Rs. in Lacs)

Period	Increase/decrease in interest rate	Impact on profit before tax
March 31.2022	0.50%	32.46
March 31.2021	0.50%	35.74

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33 Related party disclosures

Names of related parties where control exists irrespective of whether transactions have occurred or not	
Holding company	Max Ventures & Industries Limited
Fellow Subsidiary company	Max Speciality Films Limited Max I Limited Max Asset Services Limited (formerly known as Max Learning Limited)
Subsidiary companies	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Private Limited) Max Square Limited (formerly known as Northern Propmart Solutions Limited) Pharmax Corporation Limited
Names of other related parties with whom transactions have taken place during the year	
Directors and Key management personnel	Mr. Kishansingh Ramsinghaney (Director) Mr. Bishwajit Das (Director) Mr. Rishi Raj (Director) Mr. Nitin Kumar (Chief Financial Officer) Ms. Saket Gupta - Company Secretary (Upto Jan 31, 2022)
Individual owning interest in voting power	Mr. Analjit Singh
Entities controlled or jointly controlled by person or entities where person has significantly influence or entities where person having control is Key Management personnel	Max Healthcare Institute Limited Trophy Estates Private Limited Analjit Singh HUF Antara Senior Living Limited Antara Purukul Senior Living Limited Pharmax Corporation Limited Max Life Insurance Company Limited New Delhi House Services Ltd Leeu Italy SRL The Unstuffy Hotel Co Limited Max India Foundation Max Learning Ventures Limited

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33 (a) Details of transactions and balance outstandings with related parties

S.No	Nature of transaction	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Reimbursement of expenses (Received from)			
		Max Towers Pvt Ltd (Expenses)	13.61	118.73
		Max Towers Pvt Ltd (Shared Service)	63.36	52.99
		Max Asset Services Limited	22.24	70.05
		Pharmax Corporation Limited	267.86	13.98
		Max Square Limited	5.29	18.37
		Total	**372.36**	**274.12**
2	Reimbursement of expenses (Paid to)	Max Ventures & Industries Limited	7.63	3.37
		Max Healthcare Institute Limited	-	0.02
		Max Life Insurance Co. Limited	2.43	1.41
		Max Towers Private Limited	2.06	-
		New Delhi House Services Ltd.	-	16.65
		Mr Saket Gupta	0.01	0.03
		Mr. Arjunjit Singh	-	-
		Mr. Rishiraj	0.99	1.82
		Mr. Nitin Kumar	-	1.94
		Total	**13.12**	**25.24**
3	Shared Services charges (paid to)	Max Ventures & Industries Limited	39.51	191.14
		Total	**39.51**	**191.14**
4	Shared Services charges (paid to) - Inventory/CWIP	Max Ventures & Industries Limited	-	89.69
		Total	-	**89.69**
5	Construction Services (rendered to)	Pharmax Corporation Limited	-	932.20
		Total	-	**932.20**
6	Security Deposit received	Pharmax Corporation Limited	40.00	-
		Total	**40.00**	-
7	Performace Guarentee Received	Max Asset Services Limited	43.34	3.32
		Total	**43.34**	**3.32**
8	Rent paid	Max Asset Services Limited	-	3.32
		Total	-	**3.32**
9	Rent received	Max Asset Services Limited	77.50	8.16
		Total	**77.50**	**8.16**
10	Interest on Unsecured Loan (Paid to)	Max Ventures & Industries Limited	268.65	948.08
		Total	**268.65**	**948.08**
11	Interest on Unsecured Loan (Paid to) - Inventory/CWIP	Max Ventures & Industries Limited	-	87.29
		Total	-	**87.29**
12	Key managerial remuneration - professional chages	Mr. Kishansingh Ramsinghaney	-	15.43
		Total	-	**15.43**
13	Loan taken	Max Ventures & Industries Limited	892.00	7,426.47
		Pharmax Corporation Limited	-	(1,000.00)
		Total	**892.00**	**6,426.47**
14	Loan repayment	Max Ventures & Industries Limited	1,485.00	2,873.56
		Total	**1,485.00**	**2,873.56**
15	Compulsorily convertible debentures issued	Max Ventures & Industries Limited	-	20,200.00
		Total	-	**20,200.00**
16	Compulsorily convertible preference shares subscribed	Pharmax Corporation Limited	-	2,399.80
		Total	-	**2,399.80**
17	Brokerage Income	Trophy Estates Pvt Ltd	50.11	-
		Mr Analjit Singh	58.48	-
		Analjit Singh HUF	10.15	-
		Total	**118.74**	-
18	Interest recd. on Compulsory Convertible Debentures	Max Square Limited	714.20	-
		Total	**714.20**	-
19	Secondment fees Received	Max India Foundation	-	2.55
		Max Learning Ventures Ltd	-	2.55
		Total	-	**5.11**
20	Project Management Consultancy (rendered to)	Max India Limited	20.00	-
		Total	**20.00**	-
21	Guarantee Fees	Max Ventures & Industries Limited	4.12	2.80
		Pharmax Corporation Limited	4.12	2.80
		Total	**8.23**	**5.60**
22	Loan repayment received	Max Towers Pvt Ltd	1,009.96	926.96
		Pharmax Corporation Limited	369.21	-
		Total	**1,391.52**	**935.36**
23	Loan given	Max Square Limited	-	-
		Pharmax Corporation Limited	2,390.00	1,138.44
		Max Towers Pvt Ltd	1,102.02	2,276.28
		Total	**3,492.02**	**3,414.72**
24	Employees benefits liability transferred	Max Square Limited	-	1.24
		Total	-	**1.24**
25	Developer's Manager Fee income	Max Square Limited	362.29	174.32
		Total	**362.29**	**174.32**
26	Guarantee Fees income	Max Square Limited	14.56	0.65
		Pharmax Corporation Limited	0.16	
		Total	**14.72**	**0.65**

* The remuneration to the key managerial personal does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

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33 (b) Balances outstanding at year end

(Rs. In lacs)

S.No	Nature of transaction	Particulars	As at March 31, 2022	As at March 31, 2021
1	Interest Accrued on Unsecured Loan	Max Ventures & Industries Limited	-	0.44
		Total	**-**	**0.44**
2	Loan outstanding	Max Ventures & Industries Limited	2,667.00	3,260.00
		Total	**2,667.00**	**3,260.00**
3	Compulsorily convertible debentures	Max Ventures & Industries Limited	57,164.00	57,164.00
		Total	**57,164.00**	**57,164.00**
4	Trade payables and Capital Creditors	Max Ventures & Industries Limited	-	9.28
		Antara Purukul Senior Living Limited	0.36	-
		Max Asset Services Limited	1.85	1.36
		Antara Purukul Senior Living Limited	-	15.90
		New Delhi House Services Ltd.	-	4.68
		Mr. Rishiraj	-	0.55
		Pharmax Corporation Limited	3.93	-
		Max Square Limited	3.29	-
		Total	**9.42**	**31.77**
5	Trade receivables	Max Ventures & Industries Limited	-	-
		Max Towers Pvt Ltd	18.19	
		Max Asset Services Limited	-	31.43
		The Unstuffy Hotel Co Limited	13.02	12.77
		Max India Foundation	-	3.01
		Max Learning ventures Ltd	3.01	3.01
		Max India Limited	23.60	-
		Trophy Estates Private Limited	45.24	-
		Analjit Singh HUF	9.17	-
		Mr. Analjit Singh	52.80	-
		Total	**165.04**	**50.23**
6	Other Receivables	Max Towers Pvt Ltd	-	27.68
		Max Life Insurance Co. Limited	0.01	0.41
		Pharmax Corporation Limited		-
		Max Square Limited	16.81	83.97
		Total	**16.82**	**112.06**
7	Loan Receivables	Max Towers Pvt Ltd	187.55	95.49
		Pharmax Corporation Limited	3,159.22	1,138.44
		Total	**3,346.77**	**1,233.93**
8	Investment outstanding	Max Towers Pvt Ltd	6,506.00	6,506.00
		Max Square Limited	3,571.00	3,571.00
		Pharmax Corporation Limited	6,073.05	6,073.05
		Total	**16,150.05**	**16,150.05**
9	Compulsorily convertible debentures subscribed	Max Towers Pvt Ltd	26,020.00	26,020.00
		Max Square Limited	3,571.00	3,571.00
		Total	**29,591.00**	**29,591.00**
10	Guarantee Fees	Max Ventures & Industries Limited	28.48	32.60
		Pharmax Corporation Limited	28.48	32.60
		Total	**56.96**	**65.21**
11	Compulsorily convertible preference shares	Pharmax Corporation Limited	3,900.00	3,900.00
		Total	**3,900.00**	**3,900.00**
13	Security Deposit (Received)	Max Asset Services Limited	59.66	16.32
		Total	**59.66**	**16.32**
14	Interest Accrued on CCD	Max Square Limited	1,328.07	685.29
		Total	**1,328.07**	**685.29**
15	Guarantee Fees receivable	Max Square Limited	38.54	18.77
		Total	**38.54**	**18.77**

Terms and conditions of transactions with related parties

a) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions

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34 **Disclosure required under Section 186 (4) of the Companies Act, 2013.**

(a) **Particulars of Loans given:**

(Rs. in Lacs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2021	Loan given	Loan repaid	Closing Balance as on March 31, 2022	Purpose
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	95.49	92.06		187.55	Operational Cash Flow requirement

(b) **Particulars of Investments made in equity:**

(Rs. in Lacs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2021	Investment made	Investment redeemed	Closing Balance as on March 31, 2022	Purpose
	Investment in subsidiaries					
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	6,506.00	-	-	6,506.00	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,571.00	-	-	3,571.00	Strategic investment
3	Pharmax Corporation Limited	6,073.05	-	-	6,073.05	Strategic investment

(c) **Particulars of Investments made in debentures:**

(Rs. in Lacs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2021	Investment made	Investment redeemed	Closing Balance as on March 31, 2022	Purpose
	Investment in subsidiaries					
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	26,020.00	-	-	26,020.00	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,571.00	-	-	3,571.00	Strategic investment

(d) **Particulars of Investments made in Preference Shares**

(Rs. in Lacs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2021	Investment made	Loan repaid	Closing Balance as on March 31, 2022	Purpose
1	Pharmax Corporation Limited	3,900.00	-	-	3,900.00	Strategic investment

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35 Capital Management

For the purpose of the Company's capital management, capital includes issued equity attributable to the equity shareholders of the Company, share premium and all other equity reserves. The primary objective of the Company's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

(Rs. In lacs)

	As at March 31, 2022	As at March 31, 2021
Borrowings	6,491.98	7,147.68
Trade payables	312.59	712.34
Less: Cash and Cash equivalents	3,599.94	5,579.37
Net Debt	3,204.63	2,280.65
Equity	60,591.41	59,934.44
Total Equity	**60,591.41**	**59,934.44**
Total Capital and net debt	**63,796.04**	**62,215.09**
Gearing ratio	5%	4%
Current Asset	8,867.37	10,645.31
Cuurent Liability	3,698.98	4,712.86
Current Ratio	**2.40**	**2.26**
Debt	6,491.98	7,147.68
Shareholder Equity	60,591.41	59,934.44
Debt-Equity Ratio	**0.11**	**0.12**
Earnings aviaiable for debt servies	1,396.81	6.93
Interest	725.88	1,156.56
Principal	34.31	3.52
Debt Services Coverage Ratio	**1.84**	**0.01**

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Chartered Accountants

Net Income (annual)	526.46	(1,215.71)
Shareholder Equity	60,591.41	59,934.44
Return on Equity Ratio	**0.01**	**(0.02)**
Cost of Goods sold/sale	1,850.95	1,557.96
Average inventory	1,987.19	1,417.77
Inventory Turnover Ratio	**0.93**	**1.10**
Net Credit Sale	NA	NA
Average Trade Receviable	NA	NA
Trade Receivables Turnover Ratio	NA	NA
Net Credit Purchase	NA	NA
Average Trade payable	NA	NA
Trade Payable Turnover Ratio	NA	NA
Net annual sale/Revenue from Operation	3,901.22	1,872.19
Working Capital	5,168.39	5,932.46
Net Capital Turnover Ratio	**0.75**	**0.32**
Net Profit	526.46	-1,215.64
Net annual sale/Revenue from Operation	3,901.22	1,872.19
Net Profit Ratio	**0.13**	**(0.65)**
Earning before interest and tax (EBIT)	1,252.34	-59.08
Capital Employed	65,140.13	64,161.70
Return on Capital employed	**1.92%**	**-0.09%**
Profit (PAT)	526.46	-1,215.71
Investment	65,140.13	64,161.70
Return on Investment	**0.81%**	**-1.89%**

36 i) Details of dues to micro and small eterprises as defined under the micro, small and medium enterprises development (msmed) act, 2006

The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of 'The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006' are as follows:

	As at March 31, 2022	**As at March 31, 2021**
a) The principal amount and the interest due thereon remaining unpaid to any supplier		
- Principal amount	4.63	159.79
- Interest thereon	Nil	Nil
b) The amount of interest paid by the buyer in terms of section 18, along	Nil	Nil
c) The amount of interest due and payable for the year of delay in making	Nil	Nil
d) The amount of interest accrued and remaining unpaid.	Nil	Nil
e) The amount of further interest remaining due and payable even in the	Nil	Nil

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSMED.

ii) The Company does not have any Benami property , where any proceeding has been initiated or pending against the Company for holding any Benami property.

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iii) The Company does not have any transactions with struck-off companies.

iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.

v) During the year the Company have not advanced or loaned or invested funds to any other person (s)or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vi) During the year the Company have not received any fund from any person (s)or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii) The Company have not had any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

37 (i) In previous year, the Company has acquired 1,84,600 10% Cumulative Convertible Preference shares of Rs. 100 each fully paid up at a premium of Rs.1200 - value Rs.23,99.80 lacs

38 The Board of Directors of the Company, in its meeting held on April 18, 2022, has approved the Composite Scheme of Amalgamation and Arrangement amongst Max Ventures and Industries Limited and Max Estates Limited for amalgamation of Max Ventures and Industries Limited ("MVIL" or "Transferor Company") with Max Estates Limited, wholly owned subsidiary of MVIL ("MEL" or "Transferee Company"), with effect from the Appointed Date i.e. April 01, 2022, subject to receipt of requisite statutoiy /regulatoiy approvals including the approval of the jurisdictional Bench of the National Company Law Tribunal.

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39 Other disclosure requirement of Schedule III of Companies Act, 2013 are not appliacble to the company.

As per our report of even date

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K.Mankeshwar & Co.
Chartered Accountants

New Delhi, dated the
16th May, 2022

For and on behalf of the Board of Directors of
Max Estates Limited

K.S.Ramsinghaney

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Place :
Date:

K.K. MANKESHWAR & CO.
CHARTERED ACCOUNTANTS

121, POCKET-I JASOLA
NEW DELHI - 110 025
Tel. : +91-11-41402828
del@kkmindia.com

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MAX ESTATES LIMITED

Report on the audit of the Financial Statements

We have audited the financial statements of M/s Max Estates Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss (including other comprehensive income), Statement of changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "financial statements").

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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, of its loss and total comprehensive income, changes in equity and its cash flows for the year then ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Directors' Report, but does not include the financial statements and our auditor's report thereon.

The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements, our responsibility is to read the other confirmation identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

K.K. Mankeshwar & Co. Chartered Accountants

Management's Responsibilities 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, change in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act.

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 statements 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.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's responsibilities 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 judgement 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 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.

K.K. Mankeshwar & Co. Chartered Accountants

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of 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.

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 the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report, to the extent applicable, 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 appears from our examination of those books;

   c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of changes in equity and the statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on 31st March, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

K.K. Mankeshwar & Co. Chartered Accountants

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 B"; and

g. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provide for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to 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, in our opinion and to the best of our information and according to the explanations given to us:

   i) The Company does not have any pending litigations which would impact its financial position;

   ii) The Company did not have any long-term contracts including derivatives 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.

DINESH KUMAR BACHCHAS
Partner
Membership no. 097820
For and on Behalf of
K.K. MANKESHWAR & CO.
Chartered Accountants
FRN – 106009W
UDIN: 21097820AAAAJS2006
New Delhi, dated the
10th June, 2021

K.K. Mankeshwar & Co.
Chartered Accountants

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirement" section of our Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2021, we report that:

1. (a) As the Company has maintained proper records showing full particulars, including quantitative detail and situation of fixed asset.

   (b) The fixed asset have been physically verified by the management during the year and no discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed asset is reasonable having regard to the size of the company and the nature of its asset.

   (c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment of the company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company and hence not commented upon.

2. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

4. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which provisions of section 185 of the Companies Act, 2013 are applicable to the company. Further, since the company is an infrastructure company within the meaning of schedule VI of the companies Act, 2013, the provision of section 186 of companies Act, 2013 is not applicable and hence not commented upon.

5. According to the information and explanation given to us, the Company has not accepted any deposits during the year.

6. We have broadly reviewed the books of account maintained by the Company pursuant the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, in relation to construction industry and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

7. According to the information and explanation given to us, in respect of statutory dues:

   a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Duty

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of Customs, Cess and any other statutory dues, as applicable with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.

b) According to the information and explanations given to us and the records of the Company, there is no due in respect of income tax, goods and service tax and duty of customs as on 31st March 2021 which have not been deposited on account of disputes.

8. According to the information and explanations give to us and based on our examination of the records of the Company has not defaulted in repayment of dues to any bank or debenture holder during the year. The company did not have any outstanding loans from financial institution and Government during the year.

9. In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loan and debt instruments in nature of term loan from bank and compulsorily convertible debentures for the purpose for which they were raised. The Company has not raised any money way of initial public/further public offer during the year.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

11. According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Companies Act, 2013 are not applicable to the Company and hence reporting under clause 3 (xi) are not applicable and hence not commented upon.

12. As the Company is not a Nidhi Company, accordingly clause (xii) of paragraph 3 of the order is not applicable to the Company

13. According to the information and explanation given by the management, all transaction with related parties are in compliance with section 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the notes to financial Statement, as required by the applicable accounting standards. The provision of section 177 are not applicable to the company and accordingly reporting under clause 3(xiii) in so far as it relates to section 177 of the Act is not applicable to the company and hence not commented upon.

14. According to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the private placement of compulsorily convertible debentures during the year. According to the information and explanations given by the management, we report that the amounts raised, have been used for the purposes for which the funds were raised. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares during the year.

K.K. Mankeshwar & Co. Chartered Accountants

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the paragraph 3 of the Order is not applicable.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

DINESH KUMAR BACHCHAS
Partner
Membership no. 097820
For and on Behalf of
K.K. MANKESHWAR & CO.
Chartered Accountants
FRN – 106009W
UDIN: 21097820AAAAJS2006
New Delhi, dated the
10th June, 2021

K.K. Mankeshwar & Co. Chartered Accountants

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MAX ESTATES LIMITED

Report on the Internal Financial Controls 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 M/s Max Estates Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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.

K.K. Mankeshwar & Co.
Chartered Accountants

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, 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 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.

DINESH KUMAR BACHCHAS
Partner
Membership no. 097820
For and on Behalf of
K.K. MANKESHWAR & CO.
Chartered Accountants
FRN – 106009W
UDIN:
New Delhi, dated the
10th June, 2021

K.K. Mankeshwar & Co. Chartered Accountants

Max Estates Limited
Balance sheet as at March 31, 2021

(Rs. in Lacs)

	Notes	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current assets			
Property, plant and equipment	3	83.05	73.33
Investment Property	3	7,446.94	5,803.54
Other Intangible assets	4	5.78	8.52
Financial assets		-	
(i) Investment	5	49,707.57	47,286.13
(ii) Loans	5	29.90	4.43
Other non current assets	6	270.72	186.76
		57,543.96	**53,362.71**
Current assets			
Inventories	7	3,217.27	4,744.40
Financial assets	8		
(i) Trade receivables		50.64	17.11
(ii) Cash and cash equivalents		287.77	154.10
(iii) Bank balances other than (ii) above		5,291.60	5,255.02
(iv) Loans		1,235.95	28.18
(v) Other financial assets		791.47	112.96
Other current assets	9	455.90	642.80
		11,330.60	**10,954.57**
TOTAL ASSETS		**68,874.56**	**64,317.28**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	7,791.00	7,791.00
Other equity	10	52,143.44	33,101.19
Total equity		**59,934.44**	**40,892.19**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	11	3,805.08	1,463.45
(ii) Other financial liability	12	374.41	257.18
Provisions	13	42.55	38.31
		4,222.04	**1,758.94**
Current liabilities			
Financial liabilities	14		
(i) Borrowings		3,260.00	20,323.06
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises		159.79	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		552.55	827.94
(iii) Other financial liabilities		177.83	69.69
Other current liabilities	15	488.81	372.12
Provisions	16	79.10	73.34
		4,718.08	**21,666.15**
TOTAL LIABILITIES		**8,940.12**	**23,425.09**
TOTAL EQUITY AND LIABILITIES		**68,874.56**	**64,317.28**

Summary of significant accounting policies	2	
Other notes on accounts	3-39	

The accompanying notes are integral part of the financial statements

For and on behalf of the Board of Directors of Max Estates Limited

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K. Mankeshwar & Co. Chartered Accountants

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Saket Gupta
(Company Secretary)

New Delhi, dated the
10th June, 2021

Place: NOIDA
Date: 10-June-2021

Max Estates Limited
Statement of profit and loss for the year ended March 31, 2021

(Rs. in Lacs)

	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
INCOME			
Revenue from operations	17	1,872.19	1,105.20
Other income	18	1,070.99	247.63
Total income		2,943.18	1,352.83
EXPENSES			
Cost of material consumed, construction & other related project cost	18.1	-	(272.95)
(Increase)/decrease in inventories of work-in-progress	18.2	1,557.96	1,169.47
Employee benefits expense	19	501.75	304.26
Finance costs	20	1,156.56	786.59
Depreciation and amortization expense	21	66.01	15.34
Other expenses	22	876.54	597.70
Total expenses		4,158.82	2,600.41
Profit/(Loss) before tax		**(1,215.64)**	**(1,247.58)**
Tax expenses			
- Current tax		-	-
- Income tax for earlier years		0.07	-
Total tax expense		**0.07**	-
Profit/(Loss) after tax		**(1,215.71)**	**(1,247.58)**
Other comprehensive income			
Re-measurement losses on defined benefit plans	23	(9.79)	(0.29)
Income tax effect		-	-
Other comprehensive income/(loss) for the year		(9.79)	(0.29)
Total comprehensive income/(loss) for the year		**(1,225.50)**	**(1,247.87)**
Earnings per equity share (Nominal Value of share Rs.10/-) (refer note 24)			
Basic (Rs.)		(1.56)	(1.79)
Diluted (Rs.)		(1.56)	(1.79)
Summary of significant accounting policies	2		
Other notes on accounts	3-39		

The accompanying notes are integral part of the financial statements

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K. Mankeshwar & Co. Chartered Accountants

New Delhi, dated the
10th June, 2021

For and on behalf of the Board of Directors of
Max Estates Limited

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Saket Gupta
(Company Secretary)
(AJTPG0903C)

Place : NOIDA
Date: 10-JUNE 2021

Max Estates Limited

Statement of changes in equity for the year ended March 31, 2021

a) Equity share capital

Particulars	Nos.	(Rs. in Lacs)
As at March 31, 2019	**68,000,000**	**6,800.00**
Add: Equity share issued during the year (refer note 10(i))	9,910,000	991.00
As at March 31, 2020	**77,910,000**	**7,791.00**
Add: Equity share issued during the year (refer note 10(i))	-	-
As at March 31, 2021	**77,910,000**	**7,791.00**

b) Other equity

(Rs. in Lacs)

Particulars	Reserves and surplus		Employees Stock Options	Other comprehensive income	Equity Component - Compulsorily Convertible	Total equity
	Other equity	Retained earnings				
As at March 31, 2019		**(2,643.67)**	-	-	**35,187.00**	**32,543.33**
Profit/(Loss) for the year	-	(1,247.58)	-	-	-	(1,247.58)
Other comprehensive income for the period	-	-	-	(0.29)	-	(0.29)
Other equity created on account of guarantee fees	28.74	-	-	-	-	28.74
Equity component of compulsorily convertible debentures	-	-	-	-	1,777.00	1,777.00
As at March 31, 2020	**28.74**	**(3,891.25)**	-	**(0.29)**	**36,964.00**	**33,101.19**
Profit/(Loss) for the year	-	(1,215.71)	-	-	-	(1,215.71)
Other comprehensive income for the year	-	-	-	(9.79)	-	(9.79)
Other equity created on account of guarantee fees	42.18	-	-	-	-	42.18
ESOP given during the year (refer note 30)	-	-	25.57	-	-	25.57
Equity component of compulsorily convertible debentures	-	-	-	-	20,200.00	20,200.00
As at March 31, 2021	**70.92**	**(5,106.96)**	**25.57**	**(10.08)**	**57,164.00**	**52,143.44**

Summary of significant accounting policies 2
Other notes on accounts 3-39

The accompanying notes are integral part of the financial statements

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K. Mankeshwar & Co. Chartered Accountants

New Delhi dated the 10th June 2021

For and on behalf of the Board of Directors of
Max Estates Limited

Kishansingh Ramsinghancy
(Director)
(DIN 00329411)

Bishwajit Das
(Director)
(DIN 00029455)

Saket Gupta
(Company Secretary)
(AJTPG0903C)

Nitin Kumar Kansal
(Chief Financial Officer)

Place : NOIDA
Date: 10-June 2021

Max Estates Limited
Statement of cash flows for year ended March 31, 2021

		(Rs. in Lacs)
	For the year ended March 31, 2021	**For the year ended March 31, 2020**
Cash flow from operating activities		
Profit/(Loss) before tax	(1,215.64)	(1,247.58)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of property, plant and equipment	63.28	12.60
Amortization of intangible assets	2.73	2.74
Employee stock option scheme expenses	25.57	-
Liability no longer required written back	(3.46)	(21.00)
Loss on disposal of property, plant and equipment	3.83	-
Interest income	(1,049.80)	(183.60)
Profit on sale of current investment	(0.20)	(8.30)
Finance costs (including fair value change in financial instruments)	1,098.92	786.58
Operating profit before working capital changes	**(1,074.77)**	**(658.56)**
Working capital adjustments:		
Increase/ (decrease) in trade payables	(112.14)	(3,734.83)
Increase/ (decrease) in long-term provisions	(5.55)	11.54
Increase/ (decrease) in other non current financial liability	117.23	52.47
Items of other comprehensive income recognized directly in retained earnings	-	(0.29)
Increase/ (decrease) in short-term provisions	5.76	21.41
Increase/ (decrease) in other current liabilities	116.68	211.05
Increase/ (decrease) in other financial liabilities	30.20	(11.11)
Decrease / (increase) in trade receivables	(33.54)	20.21
Decrease / (increase) in inventories	1,527.13	1,170.56
Decrease / (increase) in other current and non current assets	94.24	500.84
Decrease / (increase) in current and non current financial assets	17.89	(0.43)
Increase/ (decrease) in other equity	-	28.74
Cash generated from operations	**683.13**	**(2,388.38)**
Income tax paid	(78.83)	-
Net cash flows used in operating activities	**604.30**	**(2,388.38)**
Cash flow from investing activities		
Purchase of property, plant and equipment (including intangible assets, CWIP and capital advances)	(38.57)	(56.88)
Proceeds from sale of property, plant and equipment	7.00	-
Investment in Subsidiary company	(2,421.45)	(15,280.95)
Investment in Investment property	(1,634.39)	(1,510.04)
Investment in Mutual Fund	0.20	8.30
Interest received	429.50	42.59
Net cash flows used in investing activities	**(3,657.71)**	**(16,796.98)**
Cash flow from financing activities		
Proceeds from issuance of equity share capital including security premium, net of expenses incurred for shares issued	-	[illegible]91.00
Proceeds from issue of compulsorily convertible debentures	20,200.00	1,777.00
Loan/Repayment of loan from/to subsidiary company	(1,233.93)	11,219.85
Interest paid	(1,087.04)	(1,681.87)
Proceeds from short-term borrowings from Holding/subsidiary company (net)	(17,063.06)	10,521.28
Proceeds/(Repayment) from/of long-term borrowings	2,407.69	1,446.39
Net cash flows from financing activities	**3,223.66**	**24,273.65**
Net increase/(decrease) in cash and cash equivalents	170.25	5,088.29
Cash and cash equivalents at the beginning of the year	5,409.12	320.83
Cash and cash equivalents at year period	**5,579.37**	**5,409.12**

Components of cash and cash equivalents :-

	As at March 31, 2021	**As at March 31, 2020**
Balances with banks:		
On current accounts	286.99	153.92
Deposits with remaining maturity for less than 12 months	5,291.60	5,255.02
Cash on hand	0.78	0.18
	5,579.37	5,409.12

K.K. Mankeshwar & Co.
Chartered Accountants

Max Estates Limited
Statement of cash flows for year ended March 31, 2021
Max Estates Limited
Statement of cash flows for year ended March 31, 2021

Summary of significant accounting policies	2
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The accompanying notes are integral part of the financial statements

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K. Mankeshwar & Co. Chartered Accountants

New Delhi, dated the
10th June, 2021

For and on behalf of the Board of Directors of
Max Estates Limited

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Saket Gupta
(Company Secretary)

Place : NOIDA
Date: 10th June-2021

1 **Corporate Information**

Max Estates Limited (the Company) is a company registered under Companies Act, 2013 and incorporated on 22nd March 2016. The Company engaged in the business of Real Estates development. Registered office of the Company is located at 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawanshehar, Punjab - 144533

The financial statements were authorised for issue in accordance with a resolution of the directors on 10th June 2021.

2 **Significant accounting policies**

2.1 **Basis of preparation**

These separate financial statement of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of division II of Schedule III to the Companies Act 2013 (Ind AS Compliant Schedule III), as applicable to these separate financial statement.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value

(i) Certain financial assets and liabilities that are measured at fair value

Financial Statement are presented in INR and all values are rounded to nearest Lacs (INR 00,000) except when otherwise stated

2.2 **Summary of significant accounting policies**

a. **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:
(i) Expected to be realized or intended to be sold or consumed in normal operating cycle
(ii) Held primarily for the purpose of trading
(iii) Expected to be realized within twelve months after the reporting period, or
(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
(i) It is expected to be settled in normal operating cycle
(ii) It is held primarily for the purpose of trading
(iii) It is due to settled within twelve months after the reporting period, or
(iv) 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 realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. **Property, Plant and Equipment**

Under the previous GAAP (Indian GAAP), all assets were carried in the Balance Sheet at cost, less accumulated depreciation and accumulated impairment losses, if any. On the date of transition to IND AS, the Company has applied exemption of Ind AS 101 to continue carrying value of all property, plant and equipment as at the date of transition as its deemed cost.

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of CENVAT credit and VAT credit availed wherever applicable. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.
The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on prorata basis on straight-line method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

Assets	**Useful lives estimated by the management (years)**
Furniture and fixtures	10 Years
Office equipment	5 Years
Computers	3 Years
Vehicles	8 Years

c. **Investment property**

Recognition and initial measurement

Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are measured initially at their cost of acquisition including transaction costs. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Property held under lease is classified as investment property when it is held to earn rentals or for capital appreciation or for both, rather than for sale in the ordinary course of business or for use in production or administrative functions. 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 Group. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on investment properties is provided on the straightline method, over the useful lives of the assets are as follows:
Asset category* Estimated
Buildings and related equipment 15 to 60
Plant & Machinery & other equipment 6 to 10

Estimated useful life of Leasehold land is over the period of lease.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by the company applying a valuation model acceptable.

De-recognition

Investment properties are de-recognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of de-recognition.

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d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.
Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

Intangible assets with finite useful life are amortized on a straight line basis over their estimated useful life of 3-6 years.

e. Impairment of non financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For the remaining economic life of the asset or cash-generating unit (CGU), a long term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In this case, the growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

After impairment, depreciation is provide on the revised carrying amount of the asset over its remaining economic life.

An assessments is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

f. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

The Company classified its financial assets in the following measurement categories :-
- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:
(i) Debt instruments at amortized cost
(ii) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:
(i) Business model test : The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to released its fair value change), and

(ii) Cash flow characteristics test : Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discount the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the company estimate the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at Fair value through profit and loss

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

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Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

-the rights to receive cash flows from the asset have expired, or

-the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

(a) the Company has transferred the rights to receive cash flows from the financial assets or

(b) the Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Inventories

Inventories comprise completed units for sale and property under construction (Work in progress):

(A) Completed Unsold inventory is valued at lower of cost and net realizable value. Cost is determined by including cost of land, materials, services and related overheads.

(B) Work in progress is valued at cost. Cost comprises value of land (including development rights), materials, services and other overheads related to projects under construction.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analyzed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12- months ECL.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward- looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits, retention money and other payables.

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represents liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using EIR method.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of IND AS 109 and the amount recognised less cumulative amortization.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or medication is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

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g. Investment in Subsidiaries

The investment in subsidiaries are carried at cost as per IND AS 27. Investment carried at cost is tested for impairment as per IND AS 36. An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

h. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

(i) Revenue is recognised over time if either of the following conditions is met:

a. Buyers take all the benefits of the property as real estate developers construct the property.

b. Buyers obtain physical possession of the property

c. The property unit to be delivered is specified in the contract and real estate entity does not have an alternative use of the unit; the buyer does not have the discretion to terminate the contract and the

In case none of these conditions is met, revenue would be recognised at a point in time when the control of the property is passed on to the customer.

(ii) Revenue from shared services

Revenue from shared services is recognized over the period of contract, as and when services are rendered.

(iii) Revenue from project management consultancy / secondment

Revenue from project management consultancy / secondment is recognized as per the terms of the agreement on the basis of services rendered.

(iv) Gain on sale of investments

On disposal of an investment, the difference between the carrying amount and net disposal proceeds is recognised to the profit and loss statement.

(v) Interest and direct expenditure attributable to specific projects are capitalized in the cost of project, other interest and indirect costs are treated as 'Period Cost' and charged to Profit & Loss account in

(vi) All other incomes and expenditures are accounted for on accrual basis.

i. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporay differences

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

j. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Leases

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payment are structured to increase in line with expected general inflation to compensate for the losses in expected inflationary cost increase.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

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l. **Provision and Contingent liabilities**

Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

m. **Retirement and other employee benefits**

Provident fund

The Company contributed to employees provident fund benefits through a trust "Max Financial Services Limited Provident Fund Trust" managed by Max Financial Services Limited (erstwhile Max India Limited) whereby amounts determined at a fixed percentage of basic salaries of the employees are deposited to the trust every month. The benefit vests upon commencement of the employment. The interest rate payable by the trust to the beneficiaries every year is notified by the government and the Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate. The Company has obtained actuarial valuation to determine the shortfall, if any, as at the Balance Sheet date.

Gratuity

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

(i) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non routine settlements.

(ii) Net interest expenses or income

Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit .The Company measures the expected cost of such absences as the additional amount that it it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end .Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period 12 months, the same is presented as non-current liability.

Short-term obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

n. **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

o. **Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year and the weighted average number of shares outstanding during the year adjusted for the effects of all potential equity shares.

p. **Foreign currencies**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). the Company's financial statements are presented in Indian rupee (`) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

q. **Fair value measurement**

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accouting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methords, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Investment in unquoted equity shares
- Financial instruments (including those carried at amortised cost)

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2.3 Significant accounting judgements, estimates and assumptions

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

(a) Determining the lease term of contracts with renewal and termination options - Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset)

The Company included the renewal period as part of the lease term for leases of plant and machinery with shorter non-cancellable period (i.e., three to five years). The Company typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available. The renewal periods for leases of plant and machinery with longer non-cancellable periods (i.e., 10 to 15 years) are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised

Property lease classification – Company as lessor

The Company has entered into commercial property leases on its investment property portfolio. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis

(b) Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The Company use Net asset value for valuation of investment in mutual fund.

(c) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. the Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Impairment of non-Financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

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Max Estates Limited

Notes forming part of the financial statements

3. Property, plant and equipment (PPE)

(Rs in Lacs)

	Office equipment	Furniture and fixture	Motor vehicles *	Computers and data processing units	Total
At cost					
As at March 31, 2019	2.26	0.93	70.57	23.93	97.69
Additions	-	-	10.83	6.61	17.44
Disposals	-	-	-	-	-
As at March 31, 2020	2.26	0.93	81.40	30.54	115.13
Additions	-	0.09	29.49	6.24	35.83
Disposals	-	-	15.24	0.45	15.69
As at March 31, 2021	2.26	1.02	95.65	36.33	135.27
Depreciation					
As at March 31, 2019	0.77	0.10	9.25	19.08	29.20
Additions	0.43	0.09	8.84	3.24	12.60
Disposals	-	-	-	-	-
As at March 31, 2020	1.20	0.19	18.09	22.32	41.80
Additions	0.43	0.09	10.26	4.49	15.27
Disposals	-	-	4.45	0.40	4.85
As at March 31, 2021	1.63	0.28	23.90	26.41	52.22
Net carrying amount					
As at March 31, 2021	1.06	0.83	77.56	14.01	93.45
As at March 31, 2020	1.06	0.74	63.31	8.22	73.33

* Motor vehicle amounting to Rs.62.41 lacs (March 31,2020 Rs.61.15 lacs) subject to charge against vehicle loan Refer note no 11

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Max Estates Limited
Notes forming part of the financial statements

3. Investment property

(Rs in Lacs)

	Investment Property	Investment Property under development
At cost		
As at March 31, 2019	-	**4,293.49**
Additions	-	1,510.05
Disposals	-	-
As at March 31, 2020	-	**5,803.54**
Additions	**7,494.95**	**1,691.41**
Disposals/capitalised during the year		**7,494.95**
As at March 31, 2021	**7,494.95**	-
Depreciation		
As at March 31, 2019	-	-
Additions	-	-
Disposals	-	-
As at March 31, 2020	-	-
Additions	**48.01**	
Disposals	-	-
As at March 31, 2021	**48.01**	-
Net carrying amount		
As at March 31, 2021	**7,446.94**	-
As at March 31, 2020	-	**5,803.54**

Notes:

(i) Contractual obligations

Refer note 26 for disclosure of contractual commitments for the acquisition of investment properties.

(ii) Capitalised borrowing cost

During the year company has capitalised Rs.242.16 lacs (Previous Year - 207.83 Lacs) under investment property under CWIP

(iii) Amount recognised in profit and loss for investment properties	(Rs in Lacs)
Rental income	1,661.03
Less: Direct operating expenses generating rental income	221.89
Profit from leasing of investment properties	1,439.15
Less: depreciation expense	49.07
Profit from leasing of investment properties after depreciation	1,390.08

(iv) Fair value

Fair value hierarchy and valuation technique

The fair value of investment property has been determined by the company internally, having appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair value has been arrived using discounted cash flow projections based on reliable estimates of future cash flows considering growth in rental of 15% on every 3 years, vacancy rate of 3% and discount rate of 12.00%.

Reconciliation of fair value:	(Rs in Lacs)
Opening balance as at 1 April 2020	NA
Increase of Fair value	NA
Decline in fair value	NA
Closing balance as at 31 March 2021	Rs.8500 to 10000 lacs

Valuation models applied for valuation:

Discounted cash flow method - net present value is determined based on projected cash flows discounted at an appropriate rate

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Max Estates Limited

Notes forming part of the financial statements

4. Intangible assets

(Rs in Lacs)

	Computer software	Total
At cost		
As at March 31, 2019	17.29	17.29
Additions	0.14	0.14
Disposals	-	-
As at March 31, 2020	17.43	17.43
Additions	-	-
Disposals	-	-
As at March 31, 2021	17.43	17.43
Amortization		
As at March 31, 2019	6.16	6.16
Additions	2.75	2.75
Disposals	-	-
As at March 31, 2020	8.91	8.91
Additions	2.74	2.74
Disposals	-	-
As at March 31, 2021	11.65	11.65
Net carrying amount		
As at March 31, 2021	5.78	5.78
As at March 31, 2020	8.52	8.52

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5. Investment in subsidiary

(Rs. in Lacs)

	As at March 31, 2021	As at March 31, 2020
Investment in equity instrument (value at cost)		
Investments in subsidiaries		
Unquoted equity shares		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd)		
6,50,60,000 Equity shares of Rs. 10 each fully paid up (March 31, 2020 - 6,50,60,000 Equity Shares)	6,506.00	6,506.00
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited)		
3,57,10,000 Equity shares of Rs. 10 each fully paid up (March 31, 2020 - 3,57,10,000 Equity shares)	3,571.00	3,571.00
(c) Pharmax Corporation Limited		
(4,71,22,747 Equity shares of Rs. 10 each fully paid up (March 31, 2020 - 4,71,22,747 Equity shares)	6,073.05	6,073.05
Cumulative Convertible Preference Shares		
(a) Pharmax Corporation Limited		
(3,00,000 10% Cumulative Convertible Preference shares of Rs. 100 each fully paid up (March 31, 2020 - 1,15,400)	3,900.00	1,500.20
Unquoted Compulsory Convertible Debentures		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd)		
26020 Debentures of Rs. 1,00,000 each fully paid up (March 31, 2020 - 26020 Debentures)	26,020.00	26,020
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited)		
3,57,10,000 Debentures of Rs. 10 each fully paid up (March 31, 2020 - 3,57,10,000 Debentures)	3,571.00	3,571.00
Equity component of guarantee given for loan		
(a) Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd)	47.75	44.87
(b) Max Square Ltd (formerly known as Northern Propmart Solutions Limited)	18.77	-
	49,707.57	**47,286.13**
Non-Current	49,707.57	47,286.13
Aggregate value of unquoted investments	49,707.57	47,286.13
Aggregate value of at cost	49,707.57	47,286.13

5 Non Current financial assets

	As at March 31, 2021	As at March 31, 2020
Loans (unsecured considered good)		
Security deposits	29.90	4.43
	29.90	**4.43**

6 Other non current assets

	As at March 31, 2021	As at March 31, 2020
Deferred guarantee fee	61.09	1.60
Tax deducted at source recoverable	209.63	130.87
Capital Advances	-	54.29
	270.72	**186.76**

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	As at March 31, 2021	As at March 31, 2020
		(Rs. in Lacs)
7. Inventories		
Construction Materials	40.73	9.90
Finished Goods	2,835.54	4,393.50
Work-in-process	341.00	341.00
	3,217.27	**4,744.40**

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(Rs. in Lacs)

	As at March 31, 2021	As at March 31, 2020
8. Current financial assets		
(i) Trade receivables		
Unsecured :-		
Unsecured, considered good *	50.64	17.11
	50.64	**17.11**
* includes Rs.18.79 lacs (Previous year Rs.17.09 lacs) due from related parties		
(ii) Cash and cash equivalents		
Balances with banks:		
On current accounts	286.99	107.97
Cash in hand	0.78	46.13
	287.77	**154.10**
(iii) Bank balances other than (ii) above		
Deposits with remaining maturity for more than 3 months but less than 12 months	5,291.60	5,255.02
	5,291.60	**5,255.02**
(iv) Loans		
Loans to related parties (refer note 33)	1,233.93	-
Security Deposit	2.03	28.18
	1,235.96	**28.18**
(v) Other financial assets		
Rent receivable (Equalisation)	28.68	-
Interest accrued on deposits	77.50	-
Interest accrued on CCD's	685.29	112.96
	791.47	**112.96**
9. Other current assets		
(Unsecured, considered good)		
Advances :-		
- from related party	104.71	100.37
- from others	5.76	24.14
Interest accrued on deposits	-	29.53
Deferred guarantee fee	4.12	27.01
Prepaid expenses	94.84	43.41
Balance with statutory authorities	246.49	418.34
	455.92	**642.80**

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10. Share capital and other equity

(i) Equity share capital

(Rs in Lacs)

	As at March 31, 2021	As at March 31, 2020
a) Authorized		
7,80,00,000 equity shares of Rs. 10/- each (March 31, 2020 - 7,80,00,000 equity shares of Rs.10/- each)	7,800.00	7,800.00
	7,800.00	**7,800.00**
Issued, subscribed and fully paid-up		
7,79,10,000 equity shares of Rs.10/- each fully paid up (March 31, 2020 - 7,79,10,000 equity shares of Rs.10/- each)	7,791.00	7,791.00
Total issued, subscribed and fully paid-up share capital	**7,791.00**	**7,791.00**

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	March 31, 2021		March 31, 2020	
Equity shares	**No. of shares**	**(Rs. In lacs)**	**No. of shares**	**(Rs. In lacs)**
At the beginning of the year	77,910,000	7,791.00	68,000,000	6,800.00
Add: Shares issued at incorporation of the Company	-	-	-	-
Add: Shares issued during the year	-	-	9,910,000	991.00
Outstanding at the end of the year	77,910,000	7,791.00	77,910,000	7,791.00

c) Terms and rights attached to 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 dividend if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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.

d) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	March 31, 2021		March 31, 2020	
	No. of shares	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Max Ventures & Industries Limited	77,910,000 *	99.9999%	77,910,000	99.9999%

* includes 6 equity shares held by nominees on behalf of Max Ventures & Industries Limited

e) Details of shares held by holding company

Name of the company	**No. of shares**	**% held**	**No. of shares**	**% held**
Equity shares of Rs. 10 each fully paid-up				
Max Ventures & Industries Limited	77,910,000 *	99.9999%	77,910,000	99.9999%

* includes 6 equity shares held by nominees on behalf of Max Ventures & Industries Limited

f) Aggregate number of Shares issued for consideration other than cash during the period of five years immediately preceding the reporting date - NIL

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Max Estates Limited
Notes forming part of the financial statements

(ii) Other equity

			(Rs. in Lacs)
	As at March 31, 2021		**As at March 31, 2020**
Compulsorily Convertible Debentures (CCD) (refer note a below)	57,164.00		36,964.00
Other equity (refer note b below)	96.49	#	28.74
Retained earnings (refer note c below)	(5,117.05)		(3,891.55)
	52,143.44		**33,101.19**

Notes:

a) Compulsorily Convertible Debentures (CCD)		
At the beginning of the year	36,964.00	35,187.00
Add: additions during the year	20,200.00	1,777.00
At the end of the year	**57,164.00**	**36,964.00**
b) Other equity		
At the beginning of the year	28.74	-
Add: additions on account equity created on guarantee fees & ESOP	67.75	28.74
At the end of the year	**96.49**	**28.74**
c) Retained earnings		
At the beginning of the year	(3,891.55)	(2,643.67)
Profit/(Loss) for the year	(1,215.71)	(1,247.59)
Items of other comprehensive income recognized directly in retained earnings	-	-
Re-measurement of post employment benefit obligation (net of tax) (item of OCI)	(9.79)	(0.29)
At the end of the year	**(5,117.05)**	**(3,891.55)**

Max Estates Limited
Notes forming part of the financial statements

11. Borrowings

(Rs. in Lacs)

	As at March 31, 2021	As at March 31, 2020
Non-current borrowings		
Term loans (secured)		
From banks	3,859.23	1,455.06
Vehicle loans (secured)	28.45	24.93
	3,887.68	**1,479.99**
Less: Amount disclosed under "other current financial liabilities" [refer note 14(iii)]	**82.60**	**16.54**
	3,805.08	**1,463.45**
Aggregate Secured loans	**3,887.68**	**1,479.99**
Aggregate Unsecured loans	-	-

Vehicle loan :-
Vehicle loans amounting to Rs. 28.45 Lakhs (March 31,2020 - Rs. 24.93 Lacs) are secured by way of hypothecation of respective vehicles. The loans are repayable in 3 years. Rate of interest is 7.50%, 8.40%, 7.80% and 9.00%

Term Loan from Banks :-

i) The Company has taken secured term loan facility for 4,500 Lakhs loan from ICICI Bank Limited. Out of this facility the company has drawn 3,905 lakhs till March 31, 2021. The Facility, all interest thereon, costs, charges, expenses and all other monies in respect thereof shall be secured by:

ii) Exclusive charge by way of equitable mortgage over the Project being developed by the Borrower on the Property.;

iii) Exclusive charge by way of hypothecation on the Scheduled Receivables of the Projectand all insurance proceeds, both present and future

iv) Exclusive charge by way of hypothecation on the Escrow Accounts of the Project and the DSR Account and all monies cred- ited/deposited therein (in whatever form the same may be), and all investments in respect thereof (in whatever form the same may be)
The security as required by Lender shall be created in favour of Lender, in a form and manner satisfactory to Lender.
Post creation of security, the Project shall provide a security cover of 1.50 times during the entire tenure of the Facility on the outstanding loan amount of Facility

Repayment terms:-
The repayment of principal amount of facility need to be made in 108 instalments commencing from 1 month from the first drawdown date

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(Rs. in Lacs)

		As at March 31, 2021	As at March 31, 2020
12.	**Other non current financial liability**		
	Security Deposit received	374.41	257.18
		374.41	**257.18**
13.	**Long term provision**		
	Provision for employee benefits		
	Provision for gratuity (refer note 28)	42.55	38.31
		42.55	**38.31**
14.	**Current financial liabilities**		
	(i) Borrowings		
	Loan from related party (Unsecured) *	3,260.00	20,323.06
		3,260.00	**20,323.06**
	* interest bearing loan @ 9.25%, repayable on demand		
	(ii) Trade payables		
	Total outstanding dues of micro enterprises and small enterprises*	159.79	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		
	-Payable to related parties	-	229.37
	- Others	552.55	598.57
		712.34	**827.94**

*** Details of dues to micro and small enterprises as per MSMED Act, 2006**

As per the Act, the Company is required to identify the Micro and small suppliers and pay them interest on overdue beyond the specified period irrespective of the terms agreed with such suppliers. (Refer note no.36)

		As at March 31, 2021	As at March 31, 2020
	(iii) Other current financial liabilities		
	Current maturity of long term borrowings (refer note 11)	82.60	16.54
	Interest accrued and due on borrowings	-	5.28
	Interest accrued but not due on borrowings	17.19	0.03
	Security deposits	52.11	47.84
	Deferred Guarantee Income	17.99	-
	Deferred Finance Income (Security deposit)	7.94	-
		177.83	**69.69**
15.	**Other current liabilities**		
	Statutory dues	69.80	272.96
	Advance from Customers	419.01	99.16
		488.81	**372.12**
16.	**Short term provision**		
	Provision for employee benefits		
	Provision for leave encashment	78.56	73.26
	Provision for gratuity (refer note 28)	0.54	0.08
		79.10	**73.34**

Max Estates Limited
Notes forming part of the financial statements

17. Revenue from operations

(Rs. in Lacs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue from operations	1,697.87	1,048.27
Revenue from Project Management Consultancy/CAM	174.32	56.93
Total revenue from operations	**1,872.19**	**1,105.20**

18. Other Income

Interest Received	1,049.80	183.60
Profit on sale of mutual fund	0.20	8.30
Guarantee Fee Income	0.66	16.04
Liability no longer required written back	3.46	21.00
Other non-operating income	11.41	-
Miscellaneous Income	5.46	18.69
	1,070.99	**247.63**

18.1. Cost of material consumed, construction & other related project cost

Inventories at beginning of year	9.90	10.99
Add: Purchases		
Development Rights	-	(272.95)
Construction Materials	28.14	(1.09)
Civil Construction Work	2.70	-
	40.73	(263.05)
Less: inventory at the end of year	40.73	9.90
Cost of material consumed, construction & other related project cost	**-**	**(272.95)**

18.2. (Increase)/ decrease in work-in-progress

Inventories at end of year		
Finished Goods	2,835.54	4,393.50
Work-in-process	341.00	341.00
	3,176.54	**4,734.50**
Inventories at beginning of the year		
Finished Goods	4,393.50	5,562.97
Work-in-process	341.00	341.00
	4,734.50	**5,903.97**
(Increase)/ decrease in work-in-progress	**1,557.96**	**1,169.47**

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19. Employee benefits expense

(Rs. in Lacs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries, wages and bonus	439.69	268.48
Contribution to provident and other funds	18.87	16.13
Employee stock option scheme (refer note 30)	25.57	-
Gratuity expense * (refer note 28)	13.56	10.54
Staff welfare expenses	4.06	9.11
	501.75	**304.26**

* Rs.1.73 lacs capitalised as part of investment property

20. Finance costs

Interest on borrowings	1,098.92	786.58
Bank charges	57.64	0.01
	1,156.56	**786.59**

21. Depreciation and amortization expense

Depreciation on Investment property & property, plant and equipment (refer note 3)	63.28	12.60
Amortization of intangible assets (refer note 4)	2.73	2.74
	66.01	**15.34**

22. Other expense

Rent	3.39	
Insurance	17.78	10.55
Rates and taxes	54.48	1.27
Repairs and maintenance:		
Others	37.97	36.02
Printing and stationery	0.53	0.29
Travelling and conveyance	12.15	24.61
Communication	2.70	2.14
Legal and professional *	643.46	434.62
Net loss on sale/disposal of fixed assets	3.83	-
Membership & Subscription	46.92	25.15
Marketing Expenses	43.65	55.55
Business Promotion	4.52	0.63
Facility Management Charges	-	1.09
Miscellaneous expenses	5.16	5.78
	876.54	**597.70**

*** Payment to auditor (included in legal and professional fee)**

As auditor:		
Audit fee	1.25	0.95
Other services (Limited review & certification fees)	0.01	0.15
	1.26	**1.10**

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23 Other comprehensive income

(Rs. in Lacs)

	For the year ended March 31, 2021	For the year ended March 31, 2020
Re-measurement losses on defined benefit plans	(9.79)	(0.29)
Income tax effect	-	-
	(9.79)	(0.29)

24 Earning Per Share

	For the year ended March 31, 2021	For the year ended March 31, 2020
Basic EPS		
Profit/(Loss) after tax (Rs. in Lacs)	(1,215.71)	(1,247.58)
Weighted average number of equity shares outstanding during the year (Nos.)	77,910,000	69,705,219
Basic earnings per share (Rs.)	(1.56)	(1.79)
Dilutive EPS		
Profit/(Loss) after tax (Rs. in Lacs)	(1,215.71)	(1,247.58)
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos)*	447,550,000	422,356,557
Diluted earnings per share (Rs.)	(0.27)	(0.30)

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25 Income Tax

The major components of income tax expense for the year ended March 31, 2021 and March 31, 2020 :

Statement of profit and loss :

Profit and loss section

(Rs. in Lacs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current income tax :		
Current tax	-	-
Income tax for earlier years	0.07	-
Deferred tax :		
Relating to origination and reversal of temporary differences	-	-
Income tax expense reported in the statement of profit and loss	**0.07**	-

Deferred tax relates to the following: - -

	As at March 31, 2021	As at March 31, 2020
Deferred tax liabilities	-	-
Differences in depreciation in block of fixed assets as per tax books and financial books	-	-
Difference in book base and tax base in investments	-	-
Others	-	-
Gross deferred tax liabilities (a)	-	-
Deferred tax assets	-	-
Effect of expenditure debited to the statement of Profit and Loss in the current period/earlier periods but allowed for tax purposes in following periods	-	-
Others	-	-
Gross deferred tax assets (b)	-	-
Mat Credit (c)	-	-
Deferred tax liabilities (net)	-	-

Reconciliation of deferred tax liabilities (net):

(Rs. in Lacs)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance	-	-
Tax expense/(income) during the period recognised in profit or loss	0.07	-
Tax expense/(income) during the period recognised in OCI	-	-
Closing balance	-	-

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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26 Commitments and contingencies

i) Capital commitments

(Rs. In lacs)

	As at March 31, 2021	As at March 31, 2020
Estimated amount of contracts remaining to be executed on capital account and not accounted for	6.82	958.97
Less: Capital Advances	0.98	54.29
Net Commitment	5.84	904.68

ii) Contingent liabilities

(Rs. In lacs)

	As at March 31, 2021	As at March 31, 2020
Bank Guarantee	5,000.00	5,000.00

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27 Other notes to accounts

Investment in subsidiaries

(a) These financial statement are separate financial statements prepared in accordance with Ind AS-27" Separate Financial Statements".

(b) The Company's investments in subsidiaries are as under:

Name of the Subsidiary	Country of incorporation	Portion of ownership interest as at March 31, 2021	Portion of ownership interest as at March 31, 2020	Method used to account for the investment
Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt.Ltd.)	India	100%	100%	At deemed cost
Max Square Ltd (formerly known as Northern Propmart Solutions Ltd)	India	51%	51%	At deemed cost
Pharmax Corporation Ltd	India	85%	85%	At deemed cost

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28 Gratuity

The Company has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service.

(Rs. in lacs)

		As at March 31, 2021	As at March 31, 2020
a)	**Reconciliation of opening and closing balances of defined benefit obligation**		
	Defined benefit obligation at the beginning of the year	38.39	26.84
	Interest expense	2.61	2.05
	Current service cost	12.72	12.35
	Benefit paid	(20.34)	(3.14)
	Acquisition adjustment	(0.08)	-
	Remeasurement of (Gain)/loss in other comprehensive income		
	Actuarial changes arising from changes in financial assumptions	-	-
	Actuarial changes arising from changes in experience adjustments	9.79	0.29
	Defined benefit obligation at year end	**43.09**	**38.39**
b)	**Reconciliation of opening and closing balances of fair value of plan assets**		
	Fair value of plan assets at beginning of the year	-	-
	Expected return on plan assets	-	-
	Employer contribution	-	-
	Remeasurement of (Gain)/loss in other comprehensive income	-	-
	Fair value of plan assets at year end	-	-
c)	**Net defined benefit asset/ (liability) recognized in the balance sheet**		
	Present value of defined benefit obligation	43.09	38.39
	Amount recognized in balance sheet- asset / (liability)	**(43.09)**	**(38.39)**
d)	**Net defined benefit expense (recognized in the statement of profit and loss for the year)**		
	Current service cost	12.72	12.35
	Interest cost on benefit obligation	2.61	2.05
	Net defined benefit expense debited to statement of profit and loss	**15.33**	**14.40**
(e)	**Remeasurment (gain)/loss recognised in other comprehensive income**		
	Actuarial changes arising from changes in financial assumptions		
	Actuarial changes arising from changes in experience adjustments	9.79	0.20
	Recognised in other comprehensive income	**9.79**	**0.20**
f)	**Broad categories of plan assets as a percentage of total assets**		
	Insurer managed funds	0%	0%

g) **Principal assumptions used in determining defined benefit obligation**

Assumption particulars	for the year ended March 31, 2021	for the year ended March 31, 2020
Discount rate	6.79%	7.79%
Salary escalation rate	10.00%	10.00%
Mortality Rate (% of IALM 12-14)	100.00%	100.00%

		for the year ended March 31, 2021	for the year ended March 31, 2020
h)	**Quantitative sensitivity analysis for significant assumptions is as below:**		
	Increase / (decrease) on present value of defined benefits obligations at the end of the year		
	Discount rate		
	Increase by 0.50%	(2.96)	(2.72)
	Decrease by 0.50%	3.28	3.02
	Salary growth rate		
	Increase by 0.50%	3.16	2.94
	Decrease by 0.50%	(2.89)	(2.68)

i) The average duration of the defined benefit plan obligation at the end of the reporting year is 20 years (March 31, 2020 : 18 years)

j) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by the Actuary.

k) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

l) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

28.01 Leave Encashment (unfunded)

The Company recognises the leave encashment expenses in the Statement of Profit & Loss based on actuarial valuation.
The expenses recognised in the Statement of Profit & Loss and the Leave encashment liability at the beginning and at the end of the year :

(Rs. in lacs)

Particulars	for the year ended March 31, 2021	for the year ended March 31, 2020
Liability at the beginning of the year	73.26	51.87
Benefits paid during the year	(21.61)	(5.26)
Provided during the year	26.92	26.66
Liability at the end of the year	**78.56**	**73.26**

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29.0 Segment reporting

The Company is a one segment company in the business of real estates development. All its operations are located in India , accordingly, the Company views these activities as one business segment, there are no additional disclosures to be provided in terms of Ind AS 108 on 'Segment Reporting'.

30.0 Employee Stock Option Plan

Employee Stock Option Plan – 2016 ("the 2016 Plan"):

The Holding Company, Max Ventures and Industries Limited has constituted an Employee Stock Option Plan - 2016 which have been approved by the Board in the meeting held on 9th August 2016 and by shareholders of Max Ventures and Industries Limited in its annual general meeting held on September 27, 2016.

The details of activity under the scheme are summarized below:

Particulars	March 31, 2021	
	Number of options	Weighted Average exercise price (Rs.)
Outstanding at the start of the year	-	-
Options granted during the year	2,61,190	12.90
Lapsed during the year	-	-
Exercised during the year	-	-
Outstanding at the end	2,61,190	12.90
Exercisable at the end	-	-

For options exercised during the year, the weighted average share price at the exercise date was Nil per share.

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2021 and March 31, 2020 are as follows:

Date of grant	March 31, 2021	
	Number of options	Weighted average remaining life in years
04-06-2020 (Grant Type I)	2,61,190	3.68

During the year ended March 31, 2021, Nil number of stock options were exercised by the aforesaid option holders.

The 2016 Plan gives an option to the employee to purchase the share at a price determined by Nomination and Remuneration committee (NRC) of Max Ventures and Industries Limited subject to minimum par value of shares (Rs. 10/-). The Company has valued Employee Stock Option outstanding as at year end presuming all the employees will exercise their option in favor of equity settlement based on trend.

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31.0 Financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value are as follows:

(Rs. in Lacs)

Category	Carrying Value		Fair Value	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
1) Financial asset at amortized cost				
Current and Non Current				
Loans	1,265.85	32.61	1,265.85	32.61
Other financial assets	791.47	112.96	791.47	112.96
Trade receivables	50.64	17.11	50.64	17.11
Cash and cash equivalents	5,579.37	5,409.12	5,579.37	5,409.12
Investments	49,707.57	47,286.13	49,707.57	47,286.13
2) Financial liabilities at amortized cost				
Non Current				
Borrowings	3,805.08	1,463.45	3,805.08	1,463.45
Current				
Borrowings	3,260.00	20,323.06	3,260.00	20,323.06
Other financial liabilities	552.24	326.87	552.24	326.87
Trade payables	712.34	827.94	712.34	827.94

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

(i) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2021

(Rs. in Lacs)

Particulars	Carrying value March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Current				
Loans	1,265.85	-	1,265.85	-
Other financial assets	791.47	-	-	791.47
Trade receivables	50.64	-	-	50.64
Cash and cash equivalents	5,579.37	-	-	5,579.37
Investments	49,707.57	-	-	49,707.57

(ii) Quantitative disclosure of fair value measurement hierarchy for financial assets as on March 31, 2020

(Rs. in Lacs)

Particulars	Carrying value March 31, 2020	Fair value		
		Level 1	Level 2	Level 3
Loans	32.61	-	32.61	-
Other financial assets	112.96	-	-	112.96
Current				
Trade receivables	17.11	-	-	17.11
Cash and cash equivalents	5,409.12	-	-	5,409.12
Investments	47,286.13	-	-	47,286.13

(iii) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2021

(Rs. in Lacs)

Particulars	Carrying value March 31, 2021	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	3,805.08	-	3,805.08	-
Current				
Borrowings	3,260.00	-	-	3,260.00
Other financial liabilities	552.24	-	-	552.24
Trade payables	712.34	-	-	712.34

(iv) Quantitative disclosure of fair value measurement hierarchy for financial liabilities as on March 31, 2020

(Rs. in Lacs)

Particulars	Carrying value March 31, 2020	Fair value		
		Level 1	Level 2	Level 3
Non Current				
Borrowings	1,463.45	-	1,463.45	-
Current				
Borrowings	20,323.06	-	-	20,323.06
Other financial liabilities	326.87	-	-	326.87
Trade payables	827.94	-	-	827.94

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32 Financial risk management objectives and policies

The Company's has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Corporate Finance department, evaluates financial risks in close co-operation with the various stakeholders.

The Company is exposed to capital risk, market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Company, duly supported by various Groups and Committees.

a) Capital risk

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns to its shareholders and benefits for other stakeholders and to provide for sufficient capital expansion. The capital structure of the Company consists of debt, which includes the borrowings disclosed in notes 11 and 14, cash and cash equivalents disclosed in note 8 and equity as disclosed in the statement of financial position.

b) 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 employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared not only for the entities but the Group as a whole and the utilized borrowing facilities are monitored on a daily basis and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Investment and Performance Review Committee of the Board.

The table below represents the maturity profile of Company's financial liabilities at the end of March 31, 2021 and March 31, 2020 based on contractual undiscounted payments :-

March 31, 2020	0-1 Years	1-5 Years	More than 5 Years	Total
Interest bearing borrowings	20,339.60	1,463.45		21,803.05
Trade payable	827.94	-	-	827.94
Other financial liabilities	326.87	-	-	326.87
% to Total	**93.63%**	**6.37%**	**0.00%**	**100.00%**
March 31, 2021				
Interest bearing borrowings	3,342.60	3,805.08		7,147.68
Trade payable	712.34	-	-	712.34
Other financial liabilities	552.24	-	-	552.24
% to Total	**54.77%**	**45.23%**	**0.00%**	**100.00%**

c) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management Department assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. The Company provides credit to individuals on exceptional basis only. An impairment analysis is performed at each reporting date on an individual basis.

Trade receivables **(Rs. in Lacs)**

Particulars	**As at March 31, 2021**	As at March 31, 2020
Neither past due or impaired	-	-
0 to 180 days due past due date	37.88	17.11
More than 180 days due past due date	12.76	-
Total trade receivables	**50.64**	**17.11**

(ii) Financial instruments and cash deposit

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made in bank deposits and other risk free securities. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Company.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2021 and March 31, 2020 is the carrying amounts as illustrated in note 11 and the liquidity table above.

d) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, investments and foreign currency receivables and payables. The sensitivity analyses in the following sections relate to the position as at March 31, 2021 and March 31 2020. The analyses exclude the impact of movements in market variables on; the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities. The sensitivity of the relevant Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of March 31, 2021.

(i) Interest rate risk

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligation at fixed interest rate.

(Rs. in Lacs)

Period	**Increase/decrease in interest rate**	**Impact on profit before tax**
March 31,2021	0.50%	35.74
March 31,2020	0.50%	109.02

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33 Related party disclosures

Names of related parties where control exists irrespective of whether transactions have occurred or not	
Holding company	Max Ventures & Industries Limited
Fellow Subsidiary company	Max Speciality Films Limited Max I Limited Max Asset Services Limited (formerly known as Max Learning Limited)
Subsidiary companies	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Private Limited) Max Square Limited (formerly known as Northern Propmart Solutions Limited) Pharmax Corporation Limited
Names of other related parties with whom transactions have taken place during the period	
Directors and Key management personnel	Mr. Arjunjit Singh (Director) (upto July 28, 2020) Mr. Kishansingh Ramsinghaney (Director) Mr. Bishwajit Das (Director) Mr. Rishi Raj (Director) Mr. Nitin Kumar (Chief Financial Officer) Ms. Sonia Bansal Arora- Company Secretary (upto June 03, 2020) Ms. Saket Gupta - Company Secretary (w.e.f.June 04, 2020)
Individual owning interest in voting power	Mr. Analjit Singh
Entities controlled or jointly controlled by person or entities where person has significantly influence or entities where person having control is Key Management personnel	Max Healthcare Institute Limited Trophy Estates Private Limited Mr Analjit Singh HUF Antara Senior Living Limited Antara Purukul Senior Living Limited Pharmax Corporation Limited Max Life Insurance Company Limited New Delhi House Services Ltd. Leeu Italy SRL The Unstuffy Hotel Co Limited Max India Foundation Max Learning Ventures Limited

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33 (a) Details of transactions and balance outstandings with related parties

S.No	Nature of transaction	Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
1	Reimbursement of expenses (Received from)			
		Max Towers Pvt Ltd (Expenses)	118.73	338.65
		Max Towers Pvt Ltd (Shared Service)	52.99	196.12
		Max Asset Services Limited	70.05	13.45
		Pharmax Corporation Limited	13.98	143.67
		Max Square Limited	18.37	1.03
		Total	**274.12**	**692.92**
2	Reimbursement of expenses (Paid to)	Max Ventures & Industries Limited	3.37	62.79
		Max Healthcare Institute Limited	0.02	0.02
		Max Life Insurance Co. Limited	1.41	1.95
		New Delhi House Services Ltd.	16.65	9.03
		Mr. Bishwajit Das	-	-
		Ms. Sonia Bansal	-	7.33
		Mr Saket Gupta	0.03	
		Mr. Arjunjit Singh	-	3.31
		Mr. Rishiraj	1.82	0.98
		Mr. Nitin Kumar	1.94	0.24
		Total	**25.24**	**85.65**
3	Shared Services charges (paid to)	Max Ventures & Industries Limited	191.14	266.93
		Total	**191.14**	**266.93**
4	Shared Services charges (paid to) - Inventory/CWIP	Max Ventures & Industries Limited	89.69	-
		Total	**89.69**	-
5	Construction Services (rendered to)	Pharmax Corporation Limited	932.20	1,198.31
		Total	**932.20**	**1,198.31**
6	Security Deposit given	Pharmax Corporation Limited	-	40.00
		Total	-	**40.00**
7	Rent paid	Max Asset Services Limited	3.32	0.15
		Total	**3.32**	**0.15**
8	Rent received	Max Asset Services Limited	8.16	-
		Total	**8.16**	-
9	Interest on Unsecured Loan (Paid to)	Max Ventures & Industries Limited	948.08	732.76
		Total	**948.08**	**732.76**
10	Interest on Unsecured Loan (Paid to) - Inventory/CWIP	Max Ventures & Industries Limited	87.29	223.49
		Total	**87.29**	**223.49**
11	Purchases of tangible assets	Max Ventures & Industries Limited	-	-
		Total	-	-
12	Key managerial remuneration - short term benefits	Arjunjit Singh	-	174.15
		Total	-	**174.15**
13	Key managerial remuneration - post employment benefits	Arjunjit Singh	-	3.38
		Total	-	**3.38**
14	Key managerial remuneration - professional chages	Mr. Kishansingh Ramsinghaney	15.43	46.93
		Total	**15.43**	**46.93**
15	Key managerial remuneration - employees cost	Sonia Bansal Arora	-	11.18
		Total	-	**11.18**
16	Key managerial remuneration - post employment benefits	Sonia Bansal Arora	-	0.91
		Total	-	**0.91**
17	Compulsorily convertible debentures subscribed	Max Towers Pvt Ltd	-	26,020.00
		Max Square Limited	-	3,571.00
		Total	-	**29,591.00**
18	Loan taken	Max Ventures & Industries Limited	7,426.47	26,507.26
		Pharmax Corporation Limited	(1,000.00)	1,000.00
		Max Towers Pvt Ltd	-	8,225.00
		Total	**6,426.47**	**35,732.26**
19	Loan repayment	Max Ventures & Industries Limited	2,873.56	18,238.21
		Total	**2,873.56**	**18,238.21**
20	Equity Share Capital issued	Max Ventures & Industries Limited	-	991.00
		Total	-	**991.00**
21	Compulsorily convertible debentures issued	Max Ventures & Industries Limited	20,200.00	1,777.00
		Total	**20,200.00**	**1,777.00**
22	Investment made	Max Towers Pvt Ltd	-	505.00
		Pharmax Corporation Limited	-	6,073.05
		Max Square Limited	-	3,571.00
		Total	-	**10,149.05**
23	Compulsorily convertible preference shares subscribed	Pharmax Corporation Limited	2,199.80	1,500.20
		Total	**2,199.80**	**1,500.20**
24	Development Rights (taken)	Trophy Estates Pvt Ltd	-	537.73
		Mr Analjit Singh	-	627.57
		Mr Analjit Singh HUF	-	108.95
		Total	-	**1,274.25**
25	Secondment fees Received	Max India Foundation	2.55	-
		Max Learning Ventures Ltd	2.55	-
		Total	**5.11**	-
26	Secondment fees paid	Antara Purukul Senior Living Limited		30.00
		Total	-	**30.00**
27	Project Management Consultancy (rendered to)	Leeu Italy SRL	-	29.16
		The Unstuffy Hotel Co Limited	-	12.77
		Vanavastra Private Limited	-	15.00
		Total	-	**56.93**
28	Guarantee Fees	Max Ventures & Industries Limited	2.80	0.06
		Pharmax Corporation Limited	2.80	0.06
		Total	**5.60**	**0.12**
29	Loan repayment received	Max Towers Pvt Ltd	926.96	13,705.18
		Total	**926.96**	**13,705.18**
30	Loan given	Max Square Limited	-	7,437.71
		Pharmax Corporation Limited	1,138.44	-
		Max Towers Pvt Ltd	2,276.28	2,462.00
		Total	**3,414.72**	**9,899.71**
31	Employees benefits liability transferred	Max Square Limited	1.24	-
		Total	**1.24**	-
32	Developer's Manager Fee income	Max Square Limited	174.32	-
		Total	**174.32**	-
33	Guarantee Fees income	Max Square Limited	0.65	-
		Total	**0.65**	-

The remuneration to the key managerial personal does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

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33 (b) Balances outstanding at year end

(Rs. In lacs)

S.No	Nature of transaction	Particulars	As at March 31, 2021	As at March 31, 2020
1	**Interest Accrued on Unsecured Loan**	Max Ventures & Industries Limited	0.44	0.03
		Total	**0.44**	**0.03**
2	**Loan outstanding**	Max Ventures & Industries Limited	3,260.00	18,070.83
		Total	**3,260.00**	**18,070.83**
3	**Compulsorily convertible debentures**	Max Ventures & Industries Limited	57,164.00	36,978.36
		Total	**57,164.00**	**36,978.36**
4	**Trade payables and Capital Creditors**	Max Ventures & Industries Limited	9.28	7.51
		Mr. Kishansingh Ramsinghaney (Director)	-	3.92
		Max Asset Services Limited	1.36	-
		Ms. Sonia Bansal	-	(0.03)
		Antara Purukul Senior Living Limited	15.90	-
		New Delhi House Services Ltd.	4.68	8.61
		Max Healthcare Institute Limited	-	0.02
		Pharmax Corporation Limited	-	229.87
		Mr. Rishiraj	0.55	0.10
		Mr. Nitin Kumar (Chie Financial Officer)	-	0.14
		Total	**31.77**	**250.14**
5	**Trade receivables**	Max Ventures & Industries Limited	-	0.33
		Leeu Italy SRL	-	3.96
		Max Asset Services Limited	31.43	13.27
		The Unstuffy Hotel Co Limited	12.77	12.77
		Max India Foundation	3.01	-
		Max Learning ventures Ltd	3.01	-
		Total	**50.23**	**30.33**
6	**Other Receivables**	Max Towers Pvt Ltd	27.68	100.37
		Max Life Insurance Co. Limited	0.41	0.61
		Max Square Limited	83.97	1.03
		Total	**112.06**	**102.01**
7	**Loan Receivables**	Max Towers Pvt Ltd	95.49	(1,252.23)
		Pharmax Corporation Limited	1,138.44	(1,000.00)
		Total	**1,233.93**	**(2,252.23)**
8	**Investment outstanding**	Max Towers Pvt Ltd	6,506.00	6,506.00
		Max Square Limited	3,571.00	3,571.00
		Pharmax Corporation Limited	6,073.05	6,073.05
		Total	**16,150.05**	**16,150.05**
9	**Compulsorily convertible debentures subscribed**	Max Towers Pvt Ltd	26,020.00	26,020.00
		Max Square Limited	3,571.00	3,571.00
		Total	**29,591.00**	**29,591.00**
10	**Guarantee Fees**	Max Ventures & Industries Limited	32.60	14.30
		Pharmax Corporation Limited	32.60	14.30
		Total	**65.21**	**28.60**
11	**Compulsorily convertible preference shares**	Pharmax Corporation Limited	3,900.00	1,500.20
		Total	**3,900.00**	**1,500.20**
13	**Security Deposit (Received)**	Max Asset Services Limited	16.32	-
		Total	**16.32**	-
14	**Interest Accrued on CCD**	Max Square Limited	685.29	27.39
		Total	**685.29**	**27.39**
15	**Guarantee Fees receivable**	Max Square Limited	18.77	-
		Total	**18.77**	-

Terms and conditions of transactions with related parties

a) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions

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34 Disclosure required under Section 186 (4) of the Companies Act, 2013.

(a) Particulars of Loans given:

(Rs. in Lacs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2020	Loan given	Loan repaid	Closing Balance as on March 31, 2021	Purpose
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	-	95.49	-	95.49	Operational Cash Flow requirement

(b) Particulars of Investments made in equity:

(Rs. in Lacs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2020	Investment made	Investment redeemed	Closing Balance as on March 31, 2021	Purpose
	Investment in subsidiaries					
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	6,506.00	-	-	6,506.00	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,571.00	-	-	3,571.00	Strategic investment
3	Pharmax Corporation Limited	6,073.05	-	-	6,073.05	Strategic investment

(c) Particulars of Investments made in debentures:

(Rs. in Lacs)

Sr. No	Name of the Investee	Opening Balance as on March 31, 2020	Investment made	Investment redeemed	Closing Balance as on March 31, 2021	Purpose
	Investment in subsidiaries					
1	Max Towers Pvt Ltd (formerly known as Wise Zone Builders Pvt. Ltd.)	26,020.00	-	-	26,020.00	Strategic investment
2	Max Square Limited (formerly known as Northern Propmart Solutions Limited)	3,571.00	-	-	3,571.00	Strategic investment

(d) Particulars of Investments made in Preference Shares

(Rs. in Lacs)

Sr. No	Name of the Loanee	Opening Balance as on March 31, 2020	Investment made	Loan repaid	Closing Balance as on March 31, 2021	Purpose
1	Pharmax Corporation Limited	1,500.20	2,399.80	-	3,900.00	Strategic investment

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35 Capital Management

For the purpose of the Company's capital management, capital includes issued equity attributable to the equity shareholders of the Company, share premium and all other equity reserves. The primary objective of the Company's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

(Rs. In lacs)

	As at March 31, 2021	As at March 31, 2020
Borrowings	7,147.68	21,803.05
Trade payables	712.34	827.94
Less: Cash and Cash equivalents	5,579.37	5,409.12
Net Debt	13,439.39	28,040.10
Equity	59,934.44	40,892.19
Total Equity	**59,934.44**	**40,892.19**
Total Capital and net debt	**73,373.83**	**68,932.29**
Gearing ratio	22%	69%

36 DETAILS OF DUES TO MICRO AND SMALL ETERPRISES AS DEFINED UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the disclosures as per Section 22 of 'The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006' are as follows:

	As at March 31, 2021	As at March 31, 2020
i) The principal amount and the interest due thereon remaining unpaid to any supplier		
- Principal amount	159.79	Nil
- Interest thereon	Nil	Nil
ii) The amount of interest paid by the buyer in terms of section 18, along with the amounts of the payment made to the supplier beyond the appointed day.	Nil	Nil
iii) The 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 year) but without adding the interest specified under this act.	Nil	Nil
iv) The amount of interest accrued and remaining unpaid.	Nil	Nil
v) The 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 investor.	Nil	Nil

The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSMED.

37 (i) During the year, the Company has acquired 1,84,600 10% Cumulative Convertible Preference shares of Rs. 100 each fully paid up at a premium of Rs.1200 - value Rs.23,99.80 lacs

(ii) In previous year, the Company has invested INR 3,430.96 lakhs as investment in equity shares and INR 3,430.96 as investment in debentures of Max Square Limited (formerly known as Northern Propmart Solutions Limited), a newly incorporated subsidiary (51% shareholding) of the Company..

(iii) In previous year, the Company has acquired 4,71,22,747 Equity shares of Pharmax Corporation Limited of Rs. 10 each fully paid up - value Rs.6,073.05 lacs (85% shareholding) and also invested in 1,15,400 10% Cumulative Convertible Preference shares of Rs. 100 each fully paid up at a premium of Rs.1200 - value Rs.1,500.20 lacs

38 The Company has adopted Ind AS 116 "Leases" effective 1 April 2019, as notified by the Ministry of Corporate Affairs (MCA) in the Companies (Indian Accounting Standard) Amendment Rules, 2019, using modified retrospective method. The adoption of this standard did not have any material impact on transition period and during the year.

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Notes forming part of the financial statements

39 The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India and consequent nationwide lockdown ordered by the Governments has caused significant disturbance and slowdown of economic activity. The Company has assessed the impact of this pandemic on its business operations and has assessed the recoverability and carrying values of its financial and non-financial assets as at the balance sheet date using various internal and external information up to the date of approval of these Standalone Ind AS financial statements. Basis this the management has concluded that neither there is any material adverse impact on operations of the Company nor any material adjustments required at this stage in the Standalone Ind AS financial statements of the Company for the year ended March 31, 2021.

However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration. The impact of Covid-19 may be different from that estimated as at the date of approval of these Standalone Ind AS financial statements and the Company will continue to monitor any material changes to future economic conditions.

As per our report of even date

DINESH KUMAR BACHCHAS
Partner
Membership No. 097820
For and on behalf of
K.K.MANKESHWAR & CO.
Chartered Accountants
FRN: 106009W

K.K. Mankeshwar & Co. Chartered Accountants

New Delhi, dated the
10th June, 2021

For and on behalf of the Board of Directors of
Max Estates Limited

Bishwajit Das
(Director)
(DIN 00029455)

Kishansingh Ramsinghaney
(Director)
(DIN 00329411)

Nitin Kumar Kansal
(Chief Financial Officer)

Saket Gupta
(Company Secretary)

Place : NOIDA
Date: 10-June-2021