

Dholera Infrastructure Private
Limited

Financial Statements for
FY - 2024-25

**Independent Auditor's Report
To the Members of Dholera Infrastructure Private Limited**

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **Dholera Infrastructure Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss including the statement of other comprehensive income the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, read with the emphasis of matter paragraph below, give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

Attention is invited to Note 24 of the Standalone Financial Statement in connection with losses incurred by the company and corresponding erosion of net worth. However, the accounts have been prepared on going concern basis, based on the mitigating factors given in the note.

Our report is not modified in respect of the matter.

Other Information

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Independent Auditor's Report
To the Members of Dholera Infrastructure Private Limited (Continue)

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone 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 applicable Indian Accounting Standards (Ind AS) prescribed 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 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 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 standalone 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the 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 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 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.

Independent Auditor's Report

To the Members of Dholera Infrastructure Private Limited (Continue)

- Obtain an understanding of internal financial controls 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 controlssystem in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimatesand 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 conditionsthat may cast significant doubt on the Company's ability to continue as a going concern. If we concludethat a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 financial statements, includingthe disclosures, and whether the standalone financial statements represent the underlying transactions andevents in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethicalrequirements 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 of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
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 knowledgeand 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 itappears from our examination of those books; except for the matters stated in sub-clause (2)(h)(vi) below on reporting under rule 11(g) of the companies (Audit and Auditors) Rules, 2014;
 - c. the Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of Accounts.

Independent Auditor's Report
To the Members of Dholera Infrastructure Private Limited (Continue)

- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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';
- g. 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 does not have any pending litigations which would impact its financial position;
 - 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. (i) The management has represented that by Note, to the best of its knowledge and belief, as disclosed in notes 25(vi) to the standalone financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind offunds) by the company to or in any other person(s) or entity(ies), 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;

(ii) The management of the company has represented that by Note, to the best of its knowledge and belief, as disclosed in notes 25(vii) to the standalone financial statements no funds have been received by the company from any person(s) or entity(ies), 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

(iii) 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 sub clause (i) and (ii) above, contain any material misstatement.
 - v. There were no amount of dividend declared or paid during the year by the company.

Independent Auditor's Report

To the Members of Dholera Infrastructure Private Limited (Continue)

- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except the audit trail feature is enabled, for certain direct changes to database when using certain privileged / administrative access rights which got stabilized and enabled from March 17 2025, as described in Note 27 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software where audit trail was enabled. Additionally, the audit trail of relevant prior years has been preserved for record retention to the extent it was enabled and recorded in those respective years by the Company as per the statutory requirements for record retention, as described in Note 27 to the standalone financial statements.
3. **With respect to the matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:**

According to the information and explanations given to us and on the basis of our examination of the records of the Company, managerial remuneration has not been paid /provided. Accordingly, reporting under section 197(16) of the Act is not applicable.

For, **DHARMESH PARIKH & CO LLP**
Chartered Accountants
Firm Registration No. 112054W / W100725

Place: Ahmedabad
Date: 07-04-2025

Rachana Mehta
Partner
Membership No. 109428
UDIN:25109428BMOOSN3698

Annexure - A to the Independent Auditor's Report
RE: Dholera Infrastructure Private Limited

(Referred to in Paragraph 1 of our Report of even date)

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the Standalone Financial Statements for the year ended 31st March, 2025, we report that:

- i. The company does not have any Property, plant and equipment or Intangible Assets. Accordingly, the provisions of paragraph 3(i)(a) to (e) of the order are not applicable.
- ii. (a) The Company has not carried out any commercial activities during the year ended on 31st March, 2025 and hence it does not carry any Inventory. Accordingly, the provisions of clause 3(ii)(a) of the Order is not applicable.

(b) The company has not been sanctioned any working capital limits from banks or financial institutions on the basis of security of current assets. Accordingly, the provision of clause 3(ii)(b) of the Order is not applicable.
- iii. During the year, the company has not made any investments in, provide 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 covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of paragraph 3(iii)(a) to (f) of the Order are not applicable.
- iv. The Company has not done any transactions covered under section 185 and 186 in respect of loans, investments, guarantees and security. Accordingly, the provisions of clause 3(iv) of the Order is not applicable.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of the directives issued by the Reserve Bank of India and provisions of section 73 to 76 of the Act or any other relevant provisions of the Act and the relevant rules framed thereunder. Accordingly, the provisions of clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for any of the products manufactured or services rendered by the Company. Accordingly, the provisions of clause 3(vi) of the Order is not applicable.
- vii. a) Amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Income-Tax, Goods and Service Tax and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

Annexure - A to the Independent Auditor's Report
RE: Dholera Infrastructure Private Limited (Continue)

(Referred to in Paragraph 1 of our Report of even date)

no undisputed amounts payable in respect of as mentioned above were in arrears as at 31st March, 2025, for a period of more than six months from the date they became payable.

b) There are no undisputed dues as mentioned above in clause (a) as at 31st March, 2025, which have not been deposited with the appropriate authorities on account of any dispute.

viii. The company has not surrendered or disclosed transactions as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of 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.

b) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.

c) The company has not obtained the money by way of term loans. Accordingly, the provisions of clause 3(ix)(c) of the Order is not applicable to the Company.

d) On an overall examination of the standalone financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company. Accordingly, the provisions of clause 3(ix)(d) of the Order is not applicable to the Company.

e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary company. Accordingly, the provisions of clause 3(ix)(e) of the Order is not applicable to the Company.

f) The company has not raised loans during the year on the pledge of securities held in its subsidiary company. Accordingly, the provisions of clause 3(ix)(f) of the Order is not applicable to the Company.

Annexure - A to the Independent Auditor's Report
RE: Dholera Infrastructure Private Limited (Continue)

(Referred to in Paragraph 1 of our Report of even date)

- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order is not applicable to the Company.

b) The Company has not made any preferential allotment or private placement or not issued any fully or partly convertible debenture during the year under review. Accordingly, the provisions of clause 3(x)(b) of the Order is not applicable.
- xi. a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

b) During the Year, no report on any matter 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.

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. Accordingly, the provisions of Clauses 3 (xii) (a) to (c) of the Order are not applicable.
- xiii. All the transaction with related parties are in compliance with section 188 Companies Act 2013, wherever applicable, and all the details have been disclosed in Standalone Financial Statements as required by the applicable Indian Accounting Standards. The provision of section 177 is not applicable to the company and accordingly the requirements of reporting under clause 3(xiii) of the order is so far as it relates to section 177 of the act is not applicable to the company.
- xiv. In our opinion and based on our examination, the company is not required to have an internal audit system as per the provisions of the Companies Act 2013. Accordingly, the provisions of clause 3(xiv)(a) & (b) of the Order is not applicable.
- xv. The Company has not entered into any non-cash transactions, within the meaning of Section 192 of the Act, with directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order is not applicable to the Company.
- xvi. a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi)(a) of the Order is not applicable to the Company.

Annexure - A to the Independent Auditor's Report
RE: Dholera Infrastructure Private Limited (Continue)

(Referred to in Paragraph 1 of our Report of even date)

b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934. Hence Clause 3(xvi) is not applicable.

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of clause 3(xvi) (c) & (d) of the Order is not applicable to the Company.

- xvii. The Company has incurred cash losses of Rs.1.18 Lakhs in current financial year and in the immediately preceding financial year cash loss was of Rs.1.12 lakhs
- xviii. There is no resignation of the statutory auditors during the year in the company. Accordingly, paragraph 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios under Note no 18, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence (including support letter from Ultimate Holding Company) 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.
- xx. The Provisions of Section 135 of the companies Act 2013 is not applicable to the company. Accordingly, clause 3(xx) of the Order is not applicable to the Company.

For, **DHARMESH PARIKH & CO LLP**
Chartered Accountants
Firm Registration No. 112054W / W100725

Place: Ahmedabad
Date: 07-04-2025

Rachana Mehta
Partner
Membership No. 109428
UDIN:25109428BMOOSN3698

Annexure – B to the Independent Auditor’s Report
RE: Dholera Infrastructure Private Limited

(Referred to in Paragraph 2(g) of our Report of even date)

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 the company **Dholera Infrastructure Private Limited** as of 31st March, 2025 in conjunction with our audit of the Standalone Financial Statements of the company for the year ended on that date.

Management’s Responsibilities 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 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 judgment, including the assessment of the risks of material misstatement of the Standalone 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.

Annexure – B to the Independent Auditor’s Report
RE: Dholera Infrastructure Private Limited (continue)

(Referred to in Paragraph 2(g) of our Report of even date)

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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone 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 31st March 2024, 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.

For, **DHARMESH PARIKH & CO LLP**
Chartered Accountants
Firm Registration No. 112054W / W100725

Place: Ahmedabad
Date: 07-04-2025

Rachana Mehta
Partner
Membership No. 109428
UDIN:25109428BMOOSN3698

Balance Sheet as at March 31, 2025

₹ in Lacs

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Financial assets			
Investments	3	-	-
Total Non Current Assets		-	-
Current assets			
Financial assets			
Cash and Cash Equivalents	4	4.19	5.26
Total Current Assets		4.19	5.26
Total Assets		4.19	5.26
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	5	1.00	1.00
Other equity	6	(399.49)	(368.52)
Total equity		(398.49)	(367.52)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	7	401.99	372.20
Total Non Current Liabilities		401.99	372.20
Current liabilities			
Financial liabilities			
Trade payables	8		
(a) total outstanding dues of micro enterprises and small enterprises		0.65	0.52
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
Other current liabilities	9	0.04	0.06
Total Current liabilities		0.69	0.58
Total Liabilities		402.68	372.78
Total Equity and Liabilities		4.19	5.26
Summary of material accounting policies	2.2		

The accompanying notes form an integral part of standalone financial statements
As per our report of even date

For Dharmesh Parikh & Co LLP
Chartered Accountants
Firm Registration No. 112054W/W100725

For and on behalf of the Board of Directors of
Dholera Infrastructure Private Limited

Rachana Mehta
Partner
Membership No. 109428

Pranav Choudhary
[Director]
DIN: 08123475

Unmesh Abhyankar
[Director]
DIN: 03040812

Place: Ahmedabad
Date: April 07, 2025

Place: Ahmedabad
Date: April 07, 2025

Statement of Profit and Loss for the year ended March 31, 2025

₹ in Lacs

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operation		-	-
Total income		-	-
EXPENSES			
Finance costs	10	29.79	29.87
Other expenses	11	1.18	1.12
Total expense		30.97	30.99
(Loss) before exceptional items and tax		(30.97)	(30.99)
Exceptional items		-	-
(Loss) before tax		(30.97)	(30.99)
Tax expense:			
Current Tax		-	-
Deferred Tax		-	-
Income tax expense		-	-
(Loss) for the year		(30.97)	(30.99)
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent periods		-	-
Items that will be reclassified to profit or loss in subsequent periods		-	-
Other comprehensive Income for the year		-	-
Total comprehensive Loss for the year		(30.97)	(30.99)
Basic and diluted earnings per equity shares (in ₹) face value of ₹ 10 each	15	(30.97)	(30.99)
Summary of material accounting policies	2.2		

The accompanying notes form an integral part of standalone financial statements
As per our report of even date

For Dharmesh Parikh & Co LLP
Chartered Accountants
Firm Registration No. 112054W/W100725

For and on behalf of the Board of Directors of
Dholera Infrastructure Private Limited

Rachana Mehta
Partner
Membership No. 109428

Pranav Choudhary
[Director]
DIN: 08123475

Unmesh Abhyankar
[Director]
DIN: 03040812

Place: Ahmedabad
Date: April 07, 2025

Place: Ahmedabad
Date: April 07, 2025

Statement of Changes in Equity for the year ended March 31, 2025

₹ in Lacs

Particulars	Equity Share Capital	Other Equity		Total Equity
		Deemed equity	Reserves and Surplus Retained Earning	
Balance as at April 01, 2023	1.00	375.86	(713.39)	(336.53)
(Loss) for the year	-	-	(30.99)	(30.99)
Total Comprehensive Income for the year	-	-	(30.99)	(30.99)
Balance as at March 31, 2024	1.00	375.86	(744.38)	(367.52)
(Loss) for the year	-	-	(30.97)	(30.97)
Total Comprehensive Income for the year	-	-	(30.97)	(30.97)
Balance as at March 31, 2025	1.00	375.86	(775.35)	(398.49)

The accompanying notes form an integral part of standalone financial statements
As per our report of even date

For Dharmesh Parikh & Co LLP
Chartered Accountants
Firm Registration No. 112054W/W100725

For and on behalf of the Board of Directors of
Dholera Infrastructure Private Limited

Rachana Mehta
Partner
Membership No. 109428

Pranav Choudhary
[Director]
DIN: 08123475

Unmesh Abhyankar
[Director]
DIN: 03040812

Place: Ahmedabad
Date: April 07, 2025

Place: Ahmedabad
Date: April 07, 2025

Statement of Cash Flows for the year ended March 31, 2025

₹ in Lacs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities		
(Loss) before tax as per statement of profit and loss	(30.97)	(30.99)
Adjustments for:		
Interest expense	29.79	29.87
Operating (loss) before working capital changes	(1.18)	(1.12)
Movements in working capital :		
Increase/(Decrease) in trade payables	0.13	(0.16)
(Decrease) in other liabilities	(0.02)	(0.01)
Cash used in operations	(1.07)	(1.29)
Direct taxes paid (net)	-	-
Net cash flow (used in) operating activities (A)	(1.07)	(1.29)
Cash flows from investing activities		
Net cash inflow (used in) investing activities (B)	-	-
Cash flows from financing activities		
Net cash flow (used in) financing activities (C)	-	-
Net (decrease) in cash & cash equivalents (A + B + C)	(1.07)	(1.29)
Cash & cash equivalents at the beginning of the year	5.26	6.55
Cash & cash equivalents at the end of the year (Refer note - 4)	4.19	5.26
Component of Cash and Cash equivalents		
Cash on hand	-	-
Balances with bank		
-In current accounts	4.19	5.26
Total cash and cash equivalents	4.19	5.26

Notes :

(1) The Statement of Cash Flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of Cash Flows notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).

(2) Disclosure under Para 44A as set out in Ind AS 7 on cash flow statements under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is given below :

Particulars	April 1, 2024	Cash Flows	Foreign Exchange Management	Non cash charges	March 31, 2025
Long-term Borrowings	372.20	-	-	29.79	401.99
TOTAL	372.20	-	-	29.79	401.99

Particulars	April 1, 2023	Cash Flows	Foreign Exchange Management	Non cash charges	March 31, 2024
Long-term Borrowings	342.33	-	-	29.87	372.20
TOTAL	342.33	-	-	29.87	372.20

Summary of material accounting policies 2.2

The accompanying notes form an integral part of standalone financial statements

As per our report of even date

For Dharmesh Parikh & Co LLP
Chartered Accountants
Firm Registration No. 112054W/W100725

For and on behalf of the Board of Directors of
Dholera Infrastructure Private Limited

Rachana Mehta
Partner
Membership No. 109428

Pranav Choudhary
[Director]
DIN: 08123475

Unmesh Abhyankar
[Director]
DIN: 03040812

Place: Ahmedabad
Date: April 07, 2025

Place: Ahmedabad
Date: April 07, 2025

1 Corporate information

Dholera Infrastructure Private Limited ("the Company") (CIN : U45203GJ2006PTC049426) was incorporated with the main object of developing, maintaining and operating Infrastructure facilities on November 22, 2006 under the Companies Act, 1956. The Company through its subsidiary is in the process of developing port and infrastructure facilities.

2 Basis of preparation

2.1 The 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.

The Financial Statements have been prepared on the historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments,
- Defined Benefit Plans – Plan Assets measured at fair value; and
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

In addition, the financial statements are presented in Indian Rupees (₹) in Lacs and all values are rounded off to two decimal, except when otherwise indicated.

2.2 Summary of Material 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:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- 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:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

The Company has identified twelve months as its operating cycle.

b) Cash and cash equivalents

Cash and cash equivalents 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.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

c) 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 capitalised 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.

d) Taxes

Tax expense comprises of current income tax and deferred tax.

i) Current income tax

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

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

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current income tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and 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.

ii) Deferred tax

Deferred tax is provided using the balance sheet approach 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 recognized for all taxable temporary differences, except

> When the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

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 affects neither the accounting profit nor taxable profit or loss.

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 future 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 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.

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) fair value less costs of disposal and its value in use. 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 group of assets. When 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, 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 CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

f) Provisions, Contingent Liabilities and Contingent Asset

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a 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. The expense relating to a provision is presented in the statement of profit and loss.

Contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management's assessment that the outcome is uncertain or cannot be reliably quantified, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote such contingent liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the financial statement when economic inflow is probable.

g) Expenditure

Expenditures are accounted net of taxes recoverable, wherever applicable.

h) Fair value measurement

The Company 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:

- > In the principal market for the asset or liability, or
- > 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.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing 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:

- > Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- > Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- > 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.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

External valuers are involved for valuation of unquoted financial assets and financial liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the Management. Selection criteria includes market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with The Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Company 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 this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company, in conjunction with the Company'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 on a yearly basis.

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.

i) 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.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus in case of financial asset not recorded at fair value through profit and loss, transaction cost that are attributable to the acquisition of the financial assets. Trade receivable that do not contain a significant financing component are initially recognised at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- > Debt instruments at amortised cost.
- > Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL).
- > Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

(a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(b) 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 amortised cost using the effective interest rate (EIR) method. 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 amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss except where the Company has given temporary waiver of interest not exceeding 12 months period.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised 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 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 P&L, 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 P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) 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 substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure ;

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits, trade receivables and bank balances.
- b) Financial assets that are debt instruments and are measured as at other comprehensive income (FVTOCI).
- c) Lease receivables under Ind AS 116.
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- > Trade receivables or contract revenue receivables; and
- > All lease receivables resulting from transactions within the scope of Ind AS 116.

Under the simplified approach the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk said 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.

ECL is the difference between all contracted cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original EIR. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / (expense) in the statement of profit and loss (P&L). This amount is reflected under the head " Other Expense" in the P&L.

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, payables, or as derivatives, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

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. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or 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 recognized in OCI. These gains/ loss are not subsequently transferred to Statement of 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 FVTPL.

Loans and borrowings

This is the category most relevant to the Company. 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 amortisation 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 amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

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 or loss.

j) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (net off distribution on perpetual securities whether declare or not) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for the effects of dividend, interest and other charges relating to the dilutive potential equity shares by weighted average number of shares plus dilutive potential equity shares.

k) New Standards, interpretations and amendments adopted by the Company

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended March 31, 2024, except for amendments to the existing Indian Accounting Standards (Ind AS). The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

The Company applied following amendments for the first-time during the current year which are effective from 1 April 2024:

Introduction of Ind AS 117

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

Additionally, amendments have been made to Ind AS 101, First-time Adoption of Indian Accounting Standards, Ind AS 103, Business Combinations, Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, Ind AS 107, Financial Instruments: Disclosures, Ind AS 109, Financial Instruments and Ind AS 115, Revenue from Contracts with Customers to align them with Ind AS 117. The amendments also introduce enhanced disclosure requirements, particularly in Ind AS 107, to provide clarity regarding financial instruments associated with insurance contracts.

Amendments to Ind AS 116 -Lease liability in a sale and leaseback

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of use asset it retains.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statements.

2.3 Significant accounting judgments, estimates and assumptions

The preparation of the Company's 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 assets or liabilities affected in future periods.

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 that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Impairment of financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss. 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.

Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the credits can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value measurement of financial instruments

In measuring the fair value of certain assets and liabilities for financial reporting purpose, the Company uses market observable data to the extent available. 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.

Notes to Financials statements for the year ended March 31, 2025

3 Investments	March 31, 2025 ₹ in Lacs	March 31, 2024 ₹ in Lacs
Non Current		
Unquoted equity shares		
16,05,700 (Previous Year - 16,05,700) fully paid Equity Shares of ₹ 10 each of Dholera Port and Special Economic Zone Limited	499.01	499.01
Less:- Provision for diminution in value	(499.01)	(499.01)
	-	-
4 Cash and cash equivalents	March 31, 2025 ₹ in Lacs	March 31, 2024 ₹ in Lacs
Balances with banks:		
Balance in current account	4.19	5.26
	4.19	5.26
5 Share capital	March 31, 2025 ₹ in Lacs	March 31, 2024 ₹ in Lacs
Authorised Share Capital		
15,000 Equity Shares (previous year 15,000 equity shares) of ₹ 10 each	1.50	1.50
	1.50	1.50
Issued, subscribed and fully paid up Share Capital		
10,000 Equity Shares (previous year 10,000 equity shares) of ₹ 10 each fully paid up	1.00	1.00
	1.00	1.00

Notes:**(a) Reconciliation of the number of the shares outstanding at the beginning and end of the reporting year:**

	March 31, 2025		March 31, 2024	
	No	₹ in Lacs	No	₹ in Lacs
At the beginning of the year	10,000.00	1.00	10,000.00	1.00
New Shares Issued during the year	-	-	-	-
At the end of the year	10,000.00	1.00	10,000.00	1.00

(b) Terms/rights attached to equity shares:

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per 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.

(c) Details of shareholder holding more than 5% shares in the Company

Equity shares of ₹ 10 each fully paid	Particulars	March 31, 2025	March 31, 2024
Anil Agarwal	Nos	5,000	5,000
	% Holding	50%	50%
Adani Ports and Special Economic Zone Limited, the parent company and its nominee	Nos	4,900	4,900
	% Holding	49%	49%

d) Details of Equity Shares held by promoters at the end of the year**As at March 31, 2025**

Sr No	Promotor Name	No of shares at the beginning of the year	No of Shares at the end of the year	% of Total Shares	% Change during the year
1	Anil Agarwal	5,000	5,000	50.00%	-
2	Adani Ports and Special Economic Zone Limited, the parent company and its nominee	4,900	4,900	49.00%	-
	Total	9,900	9,900	99.00%	-

As at March 31, 2024

Sr No	Promotor Name	No of shares at the beginning of the year	No of Shares at the end of the year	% of Total Shares	% Change during the year
1	Anil Agarwal	5,000	5,000	50.00%	-
2	Adani Ports and Special Economic Zone Limited, the parent company and its nominee	4,900	4,900	49.00%	-
	Total	9,900	9,900	99.00%	-

Notes to Financials statements for the year ended March 31, 2025

6 Other Equity

Deemed Equity on interest free loan

Opening Balance

Addition during the year

Deemed Equity represents any loan made by a parent company to its wholly owned subsidiary company or any guarantee given or security provided by a parent company in respect of any loan made to its wholly owned subsidiary company.

Retained Earnings

Opening Balance

Losses for the year

The portion of profits not distributed among the shareholders are termed as retained earnings. The Company may utilize the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

7 Borrowings

Non-Current

Inter Corporate Deposit (Unsecured) (refer Note i & ii below)

Total Non current borrowing

The above amount includes

Unsecured borrowings

Total borrowings

Note:

i. Unsecured loan is taken from Adani Port and Special Economic Zone Limited at NIL interest rate & is repayable by March 31, 2028.

ii. For Balance with related Party, refer note No.16

8 Trade payables

Total outstanding dues of micro enterprises and small enterprises (Refer Note-23)

Total outstanding dues of creditors other than micro enterprises and small enterprises

Trade payable ageing as on March 31, 2025 is as below

Sr No	Particulars	Not Due / Unbilled	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	Undisputed dues - MSME	0.65	-	-	-	-	0.65
2	Undisputed dues - Others	-	-	-	-	-	-
3	Disputed dues - MSME	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	-	-
	Total	0.65	-	-	-	-	0.65

Trade payable ageing as on March 31, 2024 is as below

Sr No	Particulars	Not Due / Unbilled	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	Undisputed dues - MSME	0.52	-	-	-	-	0.52
2	Undisputed dues - Others	-	-	-	-	-	-
3	Disputed dues - MSME	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	-	-
	Total	0.52	-	-	-	-	0.52

9 Other Liabilities

Current

Statutory liabilities

March 31, 2025	March 31, 2024
₹ in Lacs	₹ in Lacs

375.86 375.86

- -

375.86 375.86

(744.38) (713.39)

(30.97) (30.99)

(775.35) (744.38)**(399.49) (368.52)**

March 31, 2025	March 31, 2024
₹ in Lacs	₹ in Lacs

401.99 372.20

401.99 372.20

401.99 372.20

401.99 372.20

March 31, 2025	March 31, 2024
₹ in Lacs	₹ in Lacs

0.65 0.52

- -

0.65 0.52

Notes to Financials statements for the year ended March 31, 2025

10 Finance Costs

Interest on
Inter Corporate Deposit

March 31, 2025	March 31, 2024
₹ in Lacs	₹ in Lacs
29.79	29.87
29.79	29.87

11 Other Expenses

Legal & Professional Charges
Payment to Auditors (refer note a below)

March 31, 2025	March 31, 2024
₹ in Lacs	₹ in Lacs
0.34	0.31
0.84	0.81
1.18	1.12

Note: a
Payment to Auditor

As Auditor:
Audit fee

March 31, 2025	March 31, 2024
₹ in Lacs	₹ in Lacs
0.84	0.81
0.84	0.81

12 Fair Value Measurement

a) The carrying value of financial instruments by categories as of March 31, 2025 is as follows :

₹ in Lacs

Particulars	Note	Fair Value through other Comprehensive Income	Fair Value through Profit & Loss	Amortised Cost	Carrying value
Financial Asset					
Cash and Cash Equivalents	4	-	-	4.19	4.19
		-	-	4.19	4.19
Financial Liabilities					
Borrowings	7	-	-	401.99	401.99
Trade payables	8	-	-	0.65	0.65
		-	-	402.64	402.64

b) The carrying value of financial instruments by categories as of March 31, 2024 is as follows :

₹ in Lacs

Particulars	Note	Fair Value through other Comprehensive Income	Fair Value through Profit & Loss	Amortised Cost	Carrying value
Financial Asset					
Cash and Cash Equivalents	4	-	-	5.26	5.26
		-	-	5.26	5.26
Financial Liabilities					
Borrowings	7	-	-	372.20	372.20
Trade payables	8	-	-	0.52	0.52
		-	-	372.72	372.72

13 Financial Risk objective and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations/projects. The Company's principal financial assets include cash and cash equivalents.

The Company's risk management activities are subject to the management, direction and control of Central Treasury Team of group under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Company. The group's central treasury team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

i) Liquidity risk

Liquidity risk refers the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company monitors its risk of shortage of funds using cash flow forecasting models. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

Notes to Financial statements for the year ended March 31, 2025

Maturities of financial liabilities

		₹ in Lacs			
Contractual maturities of financial liabilities as at March 31, 2025	Carrying Value	On demand & Less than 1 year	1 to 5 years	Over 5 years	Total
Borrowings (Refer Note 7)	401.99	-	491.45	-	491.45
Trade Payables (Refer Note 8)	0.65	0.65	-	-	0.65
Total	402.64	0.65	491.45	-	492.10

		₹ in Lacs			
Contractual maturities of financial liabilities as at March 31, 2024	Carrying Value	On demand & Less than 1 year	1 to 5 years	Over 5 years	Total
Borrowings (Refer Note 7)	372.20	-	491.45	-	491.45
Trade Payables (Refer Note 8)	0.52	0.52	-	-	0.52
Total	372.72	0.52	491.45	-	491.97

Note:

The table has been drawn up based on the undiscounted contractual maturities of the financial liabilities that will be paid on those liabilities upto the maturity of the instruments, ignoring the refinancing options available with the Company.

ii) Interest rate risk

Interest rate risk 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 is exposed to changes in interest rates due to its financing, investing and cash management activities. The Company's risk management activities are subject to the management, direction and control of Central Treasury Team of the Adani Group under the framework of Risk Management Policy for interest rate risk. The Group's central treasury team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and mitigated in accordance with the Group's policies and risk objectives. The company doesn't have any variable rate of borrowings during the year. Hence the company is not bearing any interest rate risk on its borrowings.

iii) Credit risk

Credit risk refers to the risk that a counterparty or customer will default on its contractual obligations resulting in a loss to the Company. Financial instruments that are subject to credit risk principally consist of Cash & Cash Equivalents. The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of counter parties on continuous basis with appropriate approval mechanism for sanction of credit limits.

Credit risk from balances with banks, financial institutions and other counter parties is managed by the Company's treasury department in accordance with the Company's policy.

14 Capital management

For the purposes of the company's capital management, capital includes issued capital and all other equity. The primary objective of the company's capital management is to maximize shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

'The company monitors capital using gearing ratio, which is net debt (total debt less cash and bank balance) divided by total capital plus net

Particulars	March 31, 2025 ₹ in Lacs	March 31, 2024 ₹ in Lacs
Total Borrowings	401.99	372.20
Less: Cash and bank balance	4.19	5.26
Net Debt (A)	397.80	366.94
 Total Equity (B)	 (398.49)	 (367.52)
Total Equity and Net Debt (C = A + B)	(0.69)	(0.58)
Gearing ratio (D=A/C)	-57652.17%	-63577.96%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

Notes to Financials statements for the year ended March 31, 2025

15 Earnings per share

(Loss) attributable to equity shareholders of the company
Weighted average number of equity shares
Face Value of Equity Shares
Basic and Diluted earning per share (in ₹)

March 31, 2025	March 31, 2024
₹ in Lacs	₹ in Lacs
(30.97)	(30.99)
10,000	10,000
10	10
(30.97)	(30.99)

The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year.

16 Related Party Disclosure

Parent Company	Adani Ports and Special Economic Zone Limited
Subsidiary Company	Dholera Port and Special Economic Zone Limited

Aggregate of transactions and balances with these parties have been given below.

(A) Transactions with Related Party

There are no related party transactions for the year ended March 31, 2025 and March 31, 2024.

(B) Balances with Related Party

					₹ in Lacs
No	Head	Relationship	Related Party	As at March 31, 2025	As at March 31, 2024
1	Borrowings	Parent Company	Adani Ports and Special Economic Zone Ltd	491.45	491.45

17 Taxes on income

(a) Income tax related items charged or credited directly to profit and loss :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current income tax		
Current Tax	-	-
Deferred Tax	-	-
	-	-

Reconciliation :

			₹ in Lacs
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
Loss before tax	(30.97)	(30.99)	
Applicable tax rate	26.00%	26.00%	
Tax as per applicable Tax Rate	(8.05)	(8.06)	
Tax Adjustment due to			
Add :			
Disallowance of interest expense	7.75	7.77	
Expenses not claimed as deduction	0.31	0.29	
Total tax expense (Current tax)	-	-	

(b) Balance Sheet Section

		₹ in Lacs
Particulars	As at March 31, 2025	As at March 31, 2024
Current tax liabilities (Net)	-	-
Taxes recoverable (Net)	-	-

Note: In accordance with Ind AS 12 'Income Taxes', in absence of probable future taxable profit, deferred tax assets have not been recognised.

Notes to Financials statements for the year ended March 31, 2025

18 Below are the ratio as on March 31, 2025 and March 31, 2024

Sr No	Ratio Name	Formula	March 31, 2025	March 31, 2024	% Variance	Reason for variance
1	Current	Current Assets / Current Liabilities	6.07	9.07	-33.08%	Mainly due to decrease in current assets compared to PY
2	Debt-Equity	Total Debt / Shareholder's Equity	(1.01)	(1.01)	0.39%	-
3	Debt Service Coverage	Earnings available for debt service (PAT + Interest cost + Foreign Exchange Loss or (Gain) (net) + Depreciation) / Debt Service (Interest cost & lease payments + repayment of non current debt made during the period excluding refinanced loans))	NA	NA	NA	Refer note below
4	Return on Equity	Net Profit after Taxes / Avg Equity Shareholder's Fund	NA	NA	NA	Refer note below
5	Inventory Turnover	NA	NA	NA	NA	Refer note below
6	Trade Receivables Turnover	Revenue from operations / Average Accounts Receivable	NA	NA	NA	Refer note below
7	Trade Payable Turnover	Operating exp & Other expense/ Average Trade Payable	2.02	1.87	-7.65%	-
8	Net Capital Turnover	Revenue from Operation / Avg Net Assets	NA	NA	NA	Refer note below
9	Net Profit	Profit After Tax / Revenue from Operations	NA	NA	NA	Refer note below
10	Return on Capital Employed	Earnings before Interest and Taxes / Capital Employed (Tangible Networth+Total Debt)	(0.29)	(0.21)	-34.52%	Mainly due to decrease in average capital employed
11	Return on Investment	NA	NA	NA	NA	Refer note below

Note : Either numerator and Denominator is not available for computing ratio, Hence not Computed

19 Capital & Other Commitments

There are no Capital & Other commitments during the current year (Previous year : Nil)

20 As per the information available with company there is no contingent liability as at March 31, 2025. (Previous Year Nil)

21 Segment information

The entire business has been considered as a single segment in terms of Ind AS - 108 on Segment Reporting Notified under The Companies Act 2013. There being no business outside India, the entire business has been considered as single geographic segment.

Notes to Financials statements for the year ended March 31, 2025

- 22** In the opinion of the management and to best of their knowledge and belief the value under the head of Current and Non-current Assets (Other than fixed assets and non-current investments) are approximately of the values stated, if realised in ordinary course of business, except unless stated otherwise. The provision for all known current liabilities is adequate and not in excess of amount considered reasonably necessary.
- 23** Information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and Schedule III the Companies Act, 2013 for the year ended March 31, 2025. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Sr No	Particulars	₹ in Lacs	
		Year ended March 31, 2025	Year ended March 31, 2024
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.		
	Principal Interest	0.65 Nil	0.52 Nil
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
4	The amount of interest accrued and remaining unpaid at the end of each accounting year;	Nil	Nil
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the	Nil	Nil

24 Going Concern

The Company has accumulated losses of ₹ 775.35 lacs (Previous year ₹ 744.38 lacs) as at the balance sheet date, which have resulted in erosion of the Company's net worth. However, the company has no significant liabilities towards third party as on the balance sheet date. Further, it is getting continuous financial support from Adani Ports and Special Economic Zone Limited, Ultimate Parent Company, to meet any financial obligation if needed. In view of the same the Company's accounts has been prepared on a going concern basis.

25 Statutory Information:-

The Company do not have any transaction to report against the following disclosure requirement as notified by MCA pursuant to amendment to schedule III :

- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company is not declared willful defaulter by any bank or financial institution or lender during the year.
- The Company was not required to file quarterly statement/returns of current assets with the banks or financial institutions w.r.t. secured working capital borrowings.
- 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:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company
 - provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- 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:
 - 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
- The Company does not have 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)
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- The Company does not have any transactions with companies which are struck off.

- 26** The Company does not have any employee. The management and administrative functions of the Company are being managed by the Ultimate Parent Company, Adani Ports and Special Economic Zone Ltd.

Notes to Financials statements for the year ended March 31, 2025

27 The Company uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software except the audit trail feature is enabled, for certain direct changes to SAP application and its underlying HANA database when using certain privileged / administrative access rights by authorised users where the process is started during the year and stabilized from March 17, 2025. Further, there is no instance of audit trail feature being tampered with in respect of the accounting software where such feature is enabled. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

28 Event occurring after the Balance Sheet Date

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of any of subsequent events and transactions in the financial statements. As of April 07, 2025, there were no subsequent events to be recognized or reported that are not already disclosed.

29 Standard issued but not effective:

As at the date of issue of financial statements, there are no new standards or amendments which have been notified by the MCA but not yet adopted by the Company. Hence, the disclosure is not applicable.

30 Approval of financial statements

The financial statements were approved for issue by the board of directors on April 7, 2025.

The accompanying notes form an integral part of financials statements

As per our report of even date

For Dharmesh Parikh & Co LLP
Chartered Accountants
Firm Registration No. 112054W/W100725

For and on behalf of the Board of Directors of
Dholera Infrastructure Private Limited

Rachana Mehta
Partner
Membership No. 109428

Pranav Choudhary
[Director]
DIN: 08123475

Unmesh Abhyankar
[Director]
DIN: 03040812

Place: Ahmedabad
Date: April 07, 2025

Place: Ahmedabad
Date: April 07, 2025