

GARE PALMA II COLLIERIES PRIVATE LIMITED

Balance Sheet as at 31 March 2020

		(Amt in Rupees)
		As at
	Notes	31-Mar-2020
<u>ASSETS</u>		
(I) Non-Current Assets		
(a) Property, Plant and Equipment		-
(b) Capital Work-In-Progress	3	226,521,334
(c) Other Intangible Assets		-
(d) Financial Assets		-
(e) Deferred Tax Asset	10	-
(f) Income Tax Assets (net)		-
(g) Other Non-current Assets	4	39,150,180
Total Non Current Assets		265,671,514
(II) Current Assets		
(a) Inventories		-
(b) Financial Assets		-
(i) Cash & cash equivalents	5	81,541
(ii) Other Financial Assets		-
(c) Other Current Assets		-
Total Current Assets		81,541
Total Assets		265,753,055
<u>EQUITY AND LIABILITIES</u>		
EQUITY		
(a) Equity Share Capital	6	100,000
(b) Other Equity		(42,039)
		57,961
LIABILITIES		
(I) Non-Current Liabilities		
(a) Financial Liabilities		-
(b) Provisions		-
(c) Other Non-current Liabilities		-
Total Non Current Liabilities		-
(II) Current Liabilities		
(a) Financial Liabilities		-
(i) Trade Payables	7	-
- Total outstanding dues of micro and small enterprises		-
- Total outstanding dues of creditors other than micro and small enterprises		243,045,053
(b) Provisions		-
(c) Other Current Liabilities	8	22,650,041
Total Current Liabilities		265,695,094
Total Equity and Liabilities		265,753,055

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

For and on behalf of the board of directors of
GARE PALMA II COLLIERIES PRIVATE LIMITED

D. A. Parikh
Partner
Membership No. 045501
Place : Ahmedabad
Date :

Manish Saxena
Director
DIN : 08280514
Place : Gurgaon
Date : 01-May-2020

Uma Shankar
Director
DIN : 06819290
Place : Gurgaon
Date : 01-May-2020

GARE PALMA II COLLIERIES PRIVATE LIMITED
Statement of Profit and Loss for the period ended on 31 March 2020

		(Amt in Rupees)
		For the period from 07/Nov/2019 to 31/Mar/2020
	Notes	
a) Income		
Revenue from Operations		-
Other Income		-
Total Income		<u>-</u>
b) Expenses		
Operating Expenses		-
Employee Benefits Expense		-
Finance Costs		-
Depreciation and Amortisation Expense		-
Other Expenses	9	42,039
Total Expenses		<u>42,039</u>
c) Profit / (Loss) Before Tax		<u>(42,039)</u>
d) Tax Expense		
Current Tax		-
Deferred Tax		-
e) Profit / (Loss) For The Period		<u>(42,039)</u>
f) Other Comprehensive Income		
- Item that will be reclassified to Profit & Loss		-
- Item that will not be reclassified to Profit & Loss		-
Total Other Comprehensive Income		<u>-</u>
g) Total Comprehensive Income / (Loss) for the Period		<u>(42,039)</u>
h) Earning per Equity Share (Face value of Rs.10 each)	16	
Basic		(4.20)
Diluted		(4.20)

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

For and on behalf of the board of directors of
GARE PALMA II COLLIERIES PRIVATE LIMITED

D. A. Parikh
Partner
Membership No. 045501

Place : Ahmedabad
Date :

Manish Saxena
Director
DIN : 08280514

Place : Gurgaon
Date : 01-May-2020

Uma Shankar
Director
DIN : 06819290

Place : Gurgaon
Date : 01-May-2020

GARE PALMA II COLLIERIES PRIVATE LIMITED

Statement of Changes in Equity for the period ended on 31 March 2020

A. Equity Share Capital

Particulars	No. of Shares	Amt in Rupees
Balance as at 7 th November 2019	-	-
Changes in the Equity Share Capital During the Period	10,000	100,000
Balance as at 31 st March 2020	10,000	100,000

B. Other Equity

(Amt in Rupees)

Particulars	Reserves and Surplus	Total
	Retained Earnings	
Balance as at 7 th November 2019	-	-
Profit/(Loss) for the period	(42,039)	(42,039)
Other comprehensive income for the period	-	-
Total Comprehensive Income/(Loss) for the period	(42,039)	(42,039)
Balance as at 31 st March 2020	(42,039)	(42,039)

Note :

Retained earnings are the profits that the company has earned till date, less any transfers to General Reserves, Dividend or other distributions paid to share holders.

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GARE PALMA II COLLIERIES PRIVATE LIMITED
Statement of Cash Flows for the period ended on 31 March 2020

	(Amt in Rupees)
	For the period from 07/Nov/2019 to 31/Mar/2020
I. CASH FLOW FROM OPERATING ACTIVITIES	
Profit / (Loss) Before Tax	(42,039)
Operating Profit / (Loss) Before Working Capital Changes	<u>(42,039)</u>
Movements in Working Capital :	
(Increase) / Decrease in Other Current Assets	-
(Increase) / Decrease in Other Non-current Assets	(39,150,180)
Increase / (Decrease) in Trade Payables	243,045,053
Increase / (Decrease) in Other Current Liabilities	<u>22,650,041</u>
Cash Generated from / (Used in) Operations	226,502,875
Less : Direct Taxes Paid	-
Net Cash Generated From / (Used in) Operating Activities	<u>226,502,875</u>
II. CASH FLOW FROM INVESTING ACTIVITIES	
Adjustment of increase / decrease of Capital Work In Progress	(226,521,334)
Net Cash Generated From / (Used in) Investing Activities	<u>(226,521,334)</u>
III. CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds From Issuance of Share Capital	100,000
Net Cash Generated From / (Used in) Financing Activities	<u>100,000</u>
Net Increase / (Decrease) in Cash & Cash Equivalents	81,541
Cash & Cash Equivalents at the beginning of the period	-
Cash & Cash Equivalents at the end of the period	<u>81,541</u>

Notes to Statement of Cash Flow:

- (i) Reconciliation of Cash and cash equivalents with the Balance Sheet:

	(Amt in Rs.)
Particulars	As at 31st March, 2020
Cash and cash equivalents as per Balance Sheet (Refer note 5)	81,541

- (ii) The statement of cash flow has been prepared under the 'Indirect Method' set out in Ind AS 7 'Statement of Cash Flows.

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

For and on behalf of the board of directors of
GARE PALMA II COLLIERIES PRIVATE LIMITED

D. A. Parikh
Partner
Membership No. 045501

Place : Ahmedabad
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Manish Saxena
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Place : Gurgaon
Date : 01-May-2020

1 Corporate Information

Gare Palma II Collieries Private Limited is a private limited company domiciled in India and was incorporated under the Companies Act, 1956. The registered office of the Company is located at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad, Gujarat. The company is incorporated to carry on the business relating to and in mining of minerals and ores and/or all other allied activities in the state of Chhattisgarh.

2 Summary of Significant Accounting Policies

a) Basis of preparation and presentation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

These financial Statements have been prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The financial statements are presented in INR except when otherwise stated.

Current & Non-Current Classification :

Any asset or liability is classified as current if it satisfies any of the following conditions:

- (i) The asset/liability is expected to be realized/settled in the Company's normal operating cycle;
- (ii) The asset is intended for sale or consumption;
- (iii) The asset/liability is held primarily for the purpose of trading;
- (iv) The asset/liability is expected to be realized/settled within twelve months after the reporting period;
- (v) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- (vi) In the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

b) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the periods in which the results are known / materialized.

Estimates and assumptions are required in particular for:

i) Recognition of deferred tax assets:

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

ii) Recognition and measurement of other provisions:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

c) Cash And Cash Equivalents (for purposes of Cash Flow Statement)

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

d) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

e) Revenue Recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and other incentives, if any, as per contracts with the customers. Revenue also excludes taxes collected from customers.

f) Project Development Expenditure

Expenditure incurred relating to project under commissioning for commercial operation of services are classified as Project Development Expenditure and disclosed under Capital Work in Progress. The same are allocated to the respective Property, Plant & Equipments on completion of construction / erection of capital assets.

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. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

For purposes of subsequent measurement, financial assets and liabilities are classified in various categories as under.

- > at amortised cost
- > fair value through other comprehensive income
- > fair value through profit and loss account

Financial instruments are subsequently measured and accounted based on their category. All financial instruments of the Company are covered under Amortised Cost. After initial measurement, such financial assets and liabilities are subsequently measured 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.

Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- a) The rights to receive cash flows from the asset have expired, or
- b) 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

Impairment of Financial Assets

The Company applies simplified approach model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

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

Derecognition of Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

h) Related Party Transactions

Disclosure of transactions with Related Parties, as required by Ind AS 24 "Related Party disclosures" has been set out in a separate note. Related Parties as defined under clause 9 of the Ind AS 24 have been identified on the basis of representation made by management and information available with the Company.

i) Earnings Per Share

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. The Diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at the end of the year.

j) Taxes on Income

Tax expense comprises of current income tax and deferred tax.

I) Current Taxation

In the absence of any taxable income, provision for taxation has not been made in accordance with the income tax laws prevailing for the relevant assessment year.

II) Deferred Taxation

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent it is probable that these assets can be realised in future.

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 assets and liabilities are offset where a legally enforceable right exists to offset current tax assets and liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax includes MAT tax credit. The Company reviews such tax credit asset at each reporting date to assess its recoverability.

k) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not recognised in the financial statements. The nature of such assets and an estimate of its financial effect are disclosed in notes to the Financial Statements.

3 Capital Work-In-Progress

	Amt in Rs.
	As at
	31-Mar-2020
Project Development Expenditure	226,521,334
	226,521,334
Details of Project Development Expenditure	
Project Expenses	10,347,991
Manpower Cost	187,836,321
Interest & Bank Charges	8,233,334
Travelling & Conveyance	12,334,318
Office & Administrative Expenses	7,769,370
	226,521,334

GARE PALMA II COLLIERIES PRIVATE LIMITED
Notes to Financial Statements for the period ended 31 March 2020

4 Other Non Current Assets

	Amt in Rs. As at 31-Mar-2020
Balances with Government Authorities (GST Receivable)	39,150,180
	39,150,180

5 Cash & cash equivalents

	Amt in Rs. As at 31-Mar-2020
Balances with banks - In Current Account	81,541
	81,541

6 Equity Share Capital

	As at 31-Mar-2020	
	Numbers	Amt in Rs.
Authorised shares		
Equity shares of Rs. 10/- each	10,000	100,000
Issued, subscribed and fully paid-up shares		
Equity shares of Rs. 10/- each fully paid up	10,000	100,000
	10,000	100,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31-Mar-2020	
	Numbers	Amt in Rs.
Equity shares		
At the beginning of the period	-	-
Issued during the period	10,000	100,000
Outstanding at the end of the period	10,000	100,000

b. Terms / rights attached to equity shares

Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the liquidator may divide amongst the members, in piece or kind, the whole or any part of the assets of the company, after distribution of all preferential amounts.

c. Shares held by holding company

Out of equity shares issued by the company, shares held by its holding company together with its nominees are as below :

	As at 31-Mar-2020	
	Numbers	Amt in Rs.
Equity Shares		
Adani Enterprises Limited (Holding Company with its nominees)	10,000	100,000
	10,000	100,000

d. Details of shareholders holding more than 5% shares in the company

	As at 31-Mar-2020	
	Numbers	% holding
Equity Shares		
Adani Enterprises Limited (Holding Company with its nominees)	10,000	100%
	10,000	100%

GARE PALMA II COLLIERIES PRIVATE LIMITED
Notes to Financial Statements for the period ended 31 March 2020

7 Trade Payables

	Amt in Rs. As at 31-Mar-2020
Trade payables	
- Total outstanding dues of micro and small enterprises (Refer note 13)	-
- Total outstanding dues of creditors other than micro and small enterprises	243,045,053
	243,045,053
(for dues to the related party, refer note no. 14)	

8 Other Current Liabilities

	Amt in Rs. As at 31-Mar-2020
Statutory Dues Payable (includes TDS payable)	22,650,041
	22,650,041

9 Other Expenses

	Amt in Rs. For the period from 07/Nov/2019 to 31/Mar/2020
Legal & Professional Fees	17,014
Payment to Auditors	
Statutory Audit Fees	25,000
Other Expenses	25
	42,039

10 Income Tax Expense

a. Calculation of Deferred Tax Liability / Asset (net)

	Amt in Rs. As at 31-Mar-2020
Deferred Tax Liabilities	
Depreciation	-
Deferred Tax Assets	
Carried Forward Losses & Allowances	10,580
	10,580

During the current period, as per the Ind AS 12, "Income Taxes", the Company would have a net deferred tax asset, on account of unused tax losses. The deferred tax asset of Rs 10,580/- will be recognised, as and when there is a virtual certainty that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

b. Reconciliation of Income Tax Expense and the Accounting Profit multiplied by India's tax rate :

This note presents the reconciliation of Income Tax charged as per the Tax Rate specified in Income Tax Act, 1961 & the actual provision made in the Financial Statements as at 31st March 2020 with breakup of differences in Profit as per the Financial Statements & as per Income Tax Act, 1961.

	Amt in Rs. For the period from 07/Nov/2019 to 31/Mar/2020
Profit / (Loss) Before Tax	(42,039)
Tax Rate for Corporate Entity as per Income Tax Act, 1961	25.17%
Tax Expense as per Income Tax Act, 1961.	(10,580)
Tax on Current period losses for which no deferred tax asset is recognised	10,580
Income tax recognised in profit and loss account at effective rate	-

11 Financial Instruments And Risk Review

a. Fair Value Measurement and Hierarchy

Since the Company does not have any financial asset or liability measured at fair value, disclosure of fair value hierarchy and disclosure of category-wise assets and liabilities is not relevant. All financial assets and liabilities of the Company have been valued at amortised cost and their values are not expected to be different than those presented in financial statements.

b. Financial Risk Management 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 mainly cash and cash equivalents and other assets. In the ordinary course of business, the Company is mainly exposed to risks resulting from interest risk, credit risk and liquidity risk.

i) Interest risk

The Company is exposed to changes in interest rates due to its financing 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.

ii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the company. The company has adopted the policy of only dealing with creditworthy counter parties as a means of mitigating the risk of financial losses from default. The carrying amount of financial assets recorded in the financial statements represents the company's maximum exposure to credit risk. Cash are held with creditworthy financial institutions.

iii) Liquidity risk

The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. 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.

The tables below provide details regarding contractual maturities of significant liabilities as at the end of each period end presented.

	(Amt in Rs.)			
Particulars	Less than 1 Year	1 to 5 Years	More than 5 years	Total
As at 31st March, 2020 :				
Borrowings	-	-	-	-
Trade Payables	243,045,053	-	-	243,045,053
Other Financial Liabilities	-	-	-	-
Total	243,045,053	-	-	243,045,053

iv) Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

Management monitors the return on capital, as well as the levels of dividends to equity shareholders. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the period ended 31st March, 2020. Since the Company does not have any borrowings, it does not measure and monitor gearing ratio.

12 Contingent Liabilities & Commitments

	Amt in Rs. As at 31-Mar-2020
Contingent Liabilities, to the extent not provided for	-
Commitments	-
Estimated amount of contracts remaining to be executed on capital accounts (net of advances)	-
	-

13 Disclosures under MSMED Act

There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

14 Related Parties

Holding Company	:	Adani Enterprises Limited
Subsidiary Company & Associates	:	Nil
Fellow Subsidiary Company	:	Nil
(with transactions during the year)		
Key Management Personnel	:	Mr. Amithabh Ishwarchandra Mishra (w.e.f. 07-Nov-19) Mr. Dilip Kumar Jha (w.e.f 07-Nov-19) Mr. Uma Shankar (w.e.f 07-Nov-19)

Information in respect of Related Parties	Amt in Rs. 31-Mar-2020
<u>Share Capital Received</u>	
Holding Company : Adani Enterprises Limited	100,000
<u>Services Received</u>	
Holding Company : Adani Enterprises Limited	217,491,998
<u>Dues payable outstanding at the year end</u>	
Holding Company : Adani Enterprises Limited	234,891,355

15 Events occurring after the Balance Sheet Date

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. There are no subsequent events to be recognised or reported that are not already disclosed.

16 Earning Per Share (EPS)

	Amt in Rs. For the period from 07/Nov/2019 to 31/Mar/2020
Profit / (Loss) for calculation of basic and diluted EPS	(42,039)
Weighted average number of equity shares for calculating Basic EPS	10,000
Weighted average number of equity shares for calculating Diluted EPS	10,000
Face value of equity shares	10
Basic Earning Per Share (in Rupees)	(4.20)
Diluted Earning Per Share (in Rupees)	(4.20)

17 Other Disclosures

- (a) The financial statements were approved for issue by the board of directors on 1st May 2020.
- (b) These, being the first financial statements of the Company since incorporation, are drawn for the period from 07th Novmber 2019 to 31st March 2020 and hence, there are no comparatives to present.

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

For and on behalf of the board of directors of
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