

DHUNSERI INFRASTRUCTURE LIMITED

BOARD'S REPORT

DEAR MEMBERS

Your Directors present the 10th Annual Report of your Company together with the Audited Statement of Accounts for the year ended March 31, 2023.

FINANCIAL RESULTS

Particulars	(Rs. in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Turnover and other income		-
Profit/(Loss) before exceptional and extraordinary items and tax	(29.39)	(21.07)
Exceptional and Extraordinary items		
Profit/(Loss) after exceptional and extraordinary items and before tax	(29.39)	(21.07)
Tax Expense:		
- Current tax		-
- Deferred tax		-
Profit/(Loss) for the period from operations	(29.39)	(21.07)
EPS:		
(i) Basic	(0.29)	(0.21)
(ii) Diluted	(0.29)	(0.21)

OPERATIONS & PROSPECTS

The Board of Approvals, Ministry of Commerce & Industries, Government of India vide Notification dated December 17, 2019 has made all the SEZs as “Multi-Sector Special Economic Zones”. Currently, the Government of India is considering certain changes in the existing rules of Special Economic Zone Act, 2005 to allow use of unutilised spaces in IT/ITES area for non SEZ purposes. Further, your Board feels that once the above changes are made, there would be ample opportunities for utilising the land. The Board of your Company will take a decision as soon as the aforesaid changes are made and finalise in the best interest of your Company.

An independent valuation of the land was carried out and the valuation report does not show any impairment of assets.

As on March 31, 2023, the total cost incurred including land is Rs. 4,883.21 lakhs.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes and commitments have occurred after the close of the financial year till the date of this Report, which affect the financial position of the Company.

DIVIDEND

Your directors do not recommend any dividend for the year ended March 31, 2023.

BOARD MEETINGS

Your Board met four times during the FY 2022-2023. The attendance of Directors at the Board Meetings are reproduced hereunder:

Directors	Board Meetings held on			
	May 25, 2022	August 8, 2022	November 9, 2022	February 11, 2023
Mr. C.K.Dhanuka	Yes	Yes	Yes	Yes
Mr. M.Dhanuka	Yes	Yes	No	Yes
Mr. R.K.Sharma	Yes	Yes	Yes	Yes
Mr. K.K.Tibrewalla	Yes	Yes	Yes	Yes
Mr. M.Beriwala	Yes	Yes	Yes	Yes

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Ms. Puja Almal has resigned from the post of Company Secretary of your Company w.e.f November 9, 2022 and Ms. Simerpreet Gulati has been appointed as the Company Secretary of your Company w.e.f November 9, 2022.

There is no change in the Board composition during the FY 2022-2023.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The requirement of Section 149(7) of the Companies Act, 2013 do not apply to your Company.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 134(5) OF THE COMPANIES ACT, 2013

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) That in the preparation of the annual accounts, the applicable accounting standards had been followed;
- (b) That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- (c) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the directors prepared the annual accounts on a going concern basis; and
- (e) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

HOLDING, SUBSIDIARIES AND JOINT VENTURES:**HOLDING COMPANY:**

Dhunseri Ventures Limited is holding 100% of the equity share capital of your Company as on March 31, 2023. Your Company has no subsidiary and Joint Venture Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/OUTGO

Since your Company has not yet commenced the commercial operations, the requirement of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, relating to the conservation of energy, technology absorption and foreign exchange earnings/outgo is not applicable to your Company.

RISK MANAGEMENT

The Board proposes to monitor and implement the risk management plan of the Company. The Board is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks that are identified in the usual course of business activity are prepared to be systematically addressed through mitigating actions on a continuing basis.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013, is attached as “Annexure-A” to this Report.

AUDITORS AND AUDITORS’ REPORT

STATUTORY AUDITORS

At the Annual General Meeting held on August 14, 2014, M/s Dhandhanias & Associates, Chartered Accountants (Registration No. 316052E) were appointed as the Statutory Auditors of your Company for a period of five years which was approved in the AGM held on August 14, 2014. The Statutory Auditors, M/s Dhandhanias & Associates, Chartered Accountants (Registration No. 316052E) were further reappointed at the Annual General Meeting held on August 12, 2019 for a further period of five years which was approved in the AGM held on August 12, 2019.

The Company has appointed M/s Meharia & Associates, Chartered Accountants (Registration No. 327845E) as the statutory auditors of your Company for a term of five years from the conclusion of 10th Annual General Meeting till the conclusion of 15th Annual General Meeting subject to approval by the Members of the Company at the ensuing Annual General Meeting. The Company has received consent from the auditors to the effect that if they are appointed, it would be in accordance with the provisions of the section 141 or other applicable provision of the Companies Act, 2013.

The Auditors’ Report for the FY 2022-2023 does not contain any qualification, reservation, adverse remark or disclaimer.

No frauds are reported by auditors under Section 143(12) of the Companies Act, 2013 in Auditor’s Report.

COST RECORDS AND COST AUDITORS

The provisions of Cost Audit and Records as prescribed under Section 148 of the Companies Act, 2013, are not applicable to your Company as on the year under review.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls as required under the Companies Act, 2013. During the year, such controls were tested by the statutory auditors with reference to financial statements and no reportable material weakness in the design or operation were observed.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

There are no Loans, Guarantees and Investments as per the provisions of Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

All transactions entered with related parties during the FY 2022-2023 were on an arm's length basis and were in the ordinary course of business and the provisions of Section 188 of the Companies Act, 2013 are not attracted. There have been no materially significant related party transactions with the Company's promoters, directors, the management or relatives which may have potential conflict with the interests of the Company at large. Thus, disclosure in form AOC-2 is not required.

The necessary disclosures regarding the transactions are given in the notes to accounts.

ENVIRONMENT, HEALTH AND SAFETY

Environmental, Health and Safety is of great importance to your Company. Your Company continuously strives to ensure environment sustainable practices and provide a safe and healthy workplace.

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company is in compliance with the relevant provisions of the Secretarial Standard issued by The Institute of Company Secretaries of India and approved by the Central Government.

GENERAL

The composition of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Nomination and Remuneration policy, Corporate Social Responsibility, remuneration to directors, Independent Director, key managerial personnel and employees pursuant to Section 197 of the Companies Act, 2013, Cost Audit, Formal annual evaluation and constitution of Internal Complaints Committee in accordance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are not applicable to your Company during the year under review. Hence, the details for the aforesaid have not been provided.

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (b) Issue of sweat equity shares to employees of the Company/Issue of Employees Stock Option Scheme
- (c) Your Company has not bought back any of its securities during the year under review.
- (d) No Bonus Shares were issued during the year under review.
- (e) Your Company has not accepted any deposits from the public.
- (f) Your Company was not required to transfer any amount to the Investor Education and Protection Fund.
- (g) There is no change in the nature of business of your Company and no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of your Company and its future operations.
- (h) During the year under review, there were no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.
- (i) There were no instances of one-time settlement with any Bank or Financial Institutions.

ACKNOWLEDGEMENT

The Directors wish to place on record their sincere appreciation for the whole-hearted support received from HDFC Bank Limited, the suppliers, shareholder and all others associated with the Company.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS**

**Place: Kolkata
Date: May 24, 2023**

**Sd/-
C.K.Dhanuka
Chairman**



DHANDHANIA & ASSOCIATES

C H A R T E R E D A C C O U N T A N T S

13, Crooked Lane, Kolkata - 700 069. Phone : 4006-6758 / 2248-4813. E-mail : pkd@pkd.co.in. Web : www.pkd.co.in

INDEPENDENT AUDITORS' REPORT

To the Members of

DHUNSERI INFRASTRUCTURE LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **DHUNSERI INFRASTRUCTURE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the **loss** and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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.



Responsibility of Management for the Financial Statements

The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the state of affairs, profit/loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management and Board of Directors are 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 is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 controls system with reference to Financial Statements in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them.

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 Companies Act, 2013. We enclose in the Annexure-A statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143 (3) of the Act, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - iii. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion, the aforesaid financial statements comply with the specified under section 143 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- v. On the basis of written representations received from the directors, as on 31st March, 2023 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms section 164(2) of the Companies Act, 2013.
- vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the Operating effectiveness of such control refer to our separate report in "Annexure B"; and
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company does not have any pending litigations as on balance sheet date which would impact its financial position;
- b. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- c. There is no amount that is required to be transferred to the Investor Education and Protection Fund by the Company, during the year ended March 31, 2023
- d. (i) - The Management has represented that, to the best of it's knowledge and belief, other than as disclosed in the Note 25 to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, 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 ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The Management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the Note 26 to the accounts, 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, 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.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to my/our notice that has caused me/us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.



- e. The Company has not declared or paid dividend during the year.
- f. MCA Vide its notification dated 31.03.2022 has extended the requirement of implementation of audit trail software as per proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 to financial year commencing on or after 1st April 2023, accordingly reporting under Rule 11 (g) of Companies (Audit and Auditors) Amendment Rule 2021 is not applicable.

4. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the company has not paid any remuneration to its directors during the current year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

P K Dhandhania
PRABHAT KUMAR DHANDHANIA, FCA, PARTNER
(Membership No. 052613)



For and on behalf of
DHANDHANIA & ASSOCIATES
Chartered Accountants
Firm Registration No.316052E

Place: Kolkata
Date: 24th day of May 2023

UDIN FOR THIS DOCUMENT IS 23052613BGUVJM700

Annexure-A to Independent Auditors' Report of even date on The Financial Statements of Dhunseri Infrastructure Limited

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the Financial Statements of Dhunseri Infrastructure Limited for the year ended 31st March 2023, we report the following:

- i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details & situation of tangible asset appearing in capital work in progress.
- (B) The Company does not have any intangible assets. So, the reporting under clause 3(i) for intangible assets is not applicable.
- (b) According to the information and explanation given to us and on the basis of our examination, and as verified by us, the company has not noticed material discrepancies on physical verification of assets appearing under capital work in progress.
- (c) According to the information and explanation given to us and on the basis of our examination, the Company do not held immovable property other than self-constructed immovable property (building) on lease hold land, as disclosed in schedule under capital work in progress. The mutation of lease hold land is pending in the name of the Company. (Refer Note No. 2 in the Financial Statement).
- (d) According to information and explanation given to us, the company has not revalued its property, plant and equipment (including right to use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any Benami Property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder
- ii) (a)&(b) The Company is a construction and infrastructure development company. Accordingly, it does not hold any physical inventories. Thus, reporting under paragraph 3(ii) (a&b) of the Order is not applicable.
- (c)&(d) As per the information and explanation given to us, the company, during any point of time of the year, has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, by bank or financial institutions on the basis of security of current assets. Thus, reporting under paragraph 3(ii) (c&d) of the Order is not applicable.
- iii) As per the information and explanation given to us, and as verified by us, the Company has not made any investments in, not given any guarantee or not granted any loans or advances which are characterized as loans, secured or unsecured, to LLP's, firms or companies or any other person during the year. As such reporting under the clause of the Order is not applicable to the company.
- iv) As per information and explanations given to us and as verified by us, the company has not given loans to directors or any other person in whom the director is interested, or made any investments or provided guarantees within the meaning of section 185 and 186 of the Companies Act, 2013 and as such reporting under clause (iv) of the Order is not applicable to the company.



- v) According to the information and explanations given to us, the company has not accepted any deposits or deemed deposits from the public within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) rules 2014 (as amended). As such reporting under clause (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 Companies Act, 2013, and as such reporting under clause (vi) of the Order is not applicable to the Company.
- vii) (a) In our opinion, and according to the information and explanations given to us the company is generally regular in depositing undisputed statutory dues, including provident fund, employee state Insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and any other statutory dues with appropriate authority.
- (b) According to the information and explanations given to us, there are no dues of provident fund, employees state insurance, income tax, sales tax, service tax, goods and services tax, cess and any other statutory dues outstanding on account of any dispute.
- viii) According to the information and explanations given to us and records of the company examined by us in our opinion and as certified by management, the company has not surrendered or disclosed any income during the year in tax assessment under the Income Tax Act, 1961. Thus, reporting under paragraph of the Order is not applicable.
- ix) (a) In our opinion and according to the information and explanations given to us, the Company has not taken loans and borrowings from Banks. Thus, reporting under clause (ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and records of the company examined by us in our opinion, the company is not declared as willful defaulter by bank or financial institution or others.
- (c) According to the information and explanations given to us and records of the company examined by us in our opinion, the company has used the term loan for the object for which they were obtained.
- (d) According to the information and explanations given to us and records of the company examined by us in our opinion, the company has not utilized any short term loan for long term purpose.
- e) According to the information and explanations given to us and records of the company examined by us in our opinion, the company has not taken any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures
- f) According to the information and explanations given to us and records of the company examined by us in our opinion, the company has not pledge securities held in its subsidiaries, joint ventures or associate companies for raising any loan. Thus, reporting under paragraph of the Order is not applicable.
- x) a) According to information and explanation given to us and as per the books of accounts verified by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year and as such reporting under clause (x) of the Order is not applicable to the Company.



- b) According to information and explanation given to us and as per the books of accounts verified by us, the Company did not made any private placement or preferential allotment of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence, reporting under the clause is not applicable.
- xi) a) According to the records of the Company examined by us and information and explanation given to us, any fraud by the company or any fraud on the Company by its officers or employees has not been noticed or reported during the year.
- b) No report has been filed by the auditor u/s 143 (12) in form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- c) As per information and explanation given to us and as relied upon by us, the company has not received whistle blower complaint during the year.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and as such reporting under clause (xii) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc, as required by the applicable Accounting Standard in the notes to the financial statements.
- xiv) In our opinion and according to the information and explanations given to us, the company is not required to appoint Internal Auditor as per section 138(1) of the Companies Act, 2013 and under Rule 13 of the Companies (Accounts) Rules 2014. Hence reporting under clause of the Order is not applicable to the Company.
- xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and as such reporting under clause of the Order is not applicable to the Company.
- xvi) a) In our opinion and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b) According to the information and explanations given to us and records of the company examined by us, in our opinion, 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.
- c) The Company is not is a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
- d) According to the information and explanations given to us and relied upon by us, in our opinion, the Group has not any CIC as part of the Group
- xvii) The company has incurred cash losses of Rs 26,24,150/- in the financial year under reporting and Rs 17,92,655/- in the immediately preceding financial year, as the commercial operations of the company is yet to be started.



- xviii) According to the information and explanations given to us and records of the company examined by us in our opinion, there has not been any resignation of the statutory auditors during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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.
- xx) As per the information and explanation given to us and the records examined by us, the Company is not required to spent amount under Corporate Social Responsibility. Hence, reporting under the clause is not applicable to the company.
- xxi) As per the information and explanation given to us, the company does not have any subsidiary or associate company. Accordingly, the reporting under the said clause is not applicable to the company.

P K Dhandhania
PRABHAT KUMAR DHANDHANIA, FCA, PARTNER

(Membership No. 052613)

For and on behalf of

DHANDHANIA & ASSOCIATES

Chartered Accountants

Firm Registration No. 316052E



Place: Kolkata

Date: 24th day of May 2023

UDIN FOR THIS DOCUMENT IS 23052613BGUVJM700

Annexure-B to the Independent Auditor's Report of even date on The Financial Statements of Dhunseri Infrastructure Limited

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

We have audited the internal financial controls over financial reporting of **DHUNSERI INFRASTRUCTURE LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".

Place: Kolkata

Date: 24th day of May 2023


PRABHAT KUMAR DHANDHANIA, FCA, PARTNER
(Membership No. 052613)
For and on behalf of
DHANDHANIA & ASSOCIATES
Chartered Accountants
Firm Registration No. 316052E



UDIN FOR THIS DOCUMENT IS 23052613BGUVJM700

DHUNSERI INFRASTRUCTURE LIMITED

BALANCE SHEET AS ON 31ST MARCH, 2023

(Amount INR in '000)

Particulars	Notes	As on 31st March, 2023	As on 31st March, 2022
ASSETS			
Non Current Assets			
Property Plant and Equipment	2	23,152.59	23,467.07
Right of use assets	4	72.59	73.35
Capital Work in Progress	3	4,62,338.31	4,62,338.31
Other Non-current Assets	5	165.20	165.20
		4,85,728.69	4,86,043.93
Current Assets			
Inventories		-	-
Financial Assets			
a) Cash and Cash equivalents	6	120.67	180.90
Other Current Assets	7	171.28	139.13
		291.95	320.04
Total Assets		4,86,020.64	4,86,363.97
EQUITY AND LIABILITY			
Equity			
Equity Share Capital	8	99,500.00	99,500.00
Other Equity	8	3,75,889.20	3,78,828.60
Total Equity		4,75,389.20	4,78,328.60
Liabilities			
Non Current Liabilities			
Financial Liabilities			
a) Borrowings			
i) Loan from Holding company (Repayable on Demand)		10,000.00	7,000.00
b) Lease Liability		75.62	75.62
		10,075.62	7,075.62
Current liabilities			
Financial Liabilities			
a) Trade payables			
-Total Outstanding dues to Micro, Small & Medium Enterprises		-	-
-Total Outstanding Other than Micro, Small & Medium Enterprises		-	-
b) Other Financial Liabilities	9	199.73	692.54
Provisions		-	-
Other Current Liabilities	10	356.09	267.21
		555.82	959.75
Total Equity and Liabilities		4,86,020.64	4,86,363.97

Significant Accounting Policies

1

Notes referred to above form an integral part of the Balance Sheet

As per our Report of even date attached

Prabhat Kumar Dhandhan
Prabhat Kumar Dhandhan, FCA, Partner
 (Membership No. 052613)

For & On behalf of

Dhandhan & Associates

Chartered Accountants

Firm Registration No.316052E

Place : Kolkata

Dated : 24th day of May 2023



For and on behalf of Board of Directors

CIN : U45400WB2013PLC190485

C.K. Dhanuka
C.K. Dhanuka
 DIN : 00005684

R.K. Sharma
R.K. Sharma
 DIN : 05197101

K.K. Tibrewala
K.K. Tibrewala
 DIN : 00018806

Mayank Beriwal
Mayank Beriwal
 DIN : 06684029

Simerpreet Gulati
Simerpreet Gulati
 Simerpreet Gulati
 Company Secretary

DHUNSERI INFRASTRUCTURE LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

(Amount INR in '000)

Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A. Revenue from Operations		-	-
Other income	11	-	-
Total Income		-	-
B. Expenses			
Finance Cost	12	733.83	227.13
Employee Cost	13	90.00	-
Depreciation and Amortisation expense	14	315.25	315.25
Other expenses	15	1,800.32	1,565.52
Total Expenses		2,939.40	2,107.90
Profit before exceptional item (A - B)		(2,939.40)	(2,107.90)
Less:- Exceptional Items		-	-
Profit/(loss) before tax		(2,939.40)	(2,107.90)
(1) Current Tax		-	-
(2) Adjustment of tax relating to earlier periods		-	-
(3) Deferred tax		-	-
Profit for the year		(2,939.40)	(2,107.90)
Other Comprehensive Income		-	-
Total comprehensive income for the year		(2,939.40)	(2,107.90)
Earnings per Equity Share			
[Nominal value per share: Rs 10/- each (Previous Year: Rs 10/- each)]			
(1) Basic		(0.295)	(0.212)
(2) Diluted		(0.295)	(0.212)

Significant Accounting Policies

1

Notes referred to above form an integral part of the Balance Sheet

As per our Report of even date attached

For and on behalf of Board of Directors

CIN : U45400WB2013PLC190485

C.K. Dhanuka
DIN : 00005684R.K Sharma
DIN : 05197101

P K Dhandhan
Prabhat Kumar Dhandhan, FCA, Partner
 (Membership No. 052613)
 For & On behalf of

Dhandhan & Associates
 Chartered Accountants
 Firm Registration No.316052E
 Place : Kolkata
 Dated : 24th day of May 2023



K.K. Tibrewala
K.K. Tibrewala
 DIN : 00018806

Mayank Beriwal
Mayank Beriwal
 DIN : 06684029

Simerpreet Gulati
Simerpreet Gulati
 Company Secretary

DHUNSERI INFRASTRUCTURE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2023

(Amount INR in '000)

A. Equity Share Capital

Particulars	Amount
At 31 March 2021	99,500.00
Issue of share capital	-
At 31 March 2022	99,500.00
Issue of share capital	-
At 31 March 2023	99,500.00

B. Other Equity

For the Year Ended 31st March 2023

(Amount INR in '000)

Particulars	Reserve and Surplus				OCI	Total
	Share Premium	Capital Reserve	General Reserve	Retained earnings		
As at 1 April 2021	3,88,800.00	-	-	(7,863.50)	-	3,80,936.50
Profit / (Loss) for the period	-	-	-	(2,107.90)	-	(2,107.90)
At 31 March 2022	3,88,800.00	-	-	(9,971.40)	-	3,78,828.60
Profit / (Loss) for the period	-	-	-	(2,939.40)	-	(2,939.40)
At 31 March 2023	3,88,800.00	-	-	(12,910.80)	-	3,75,889.20

For and on behalf of Board of Directors

CIN : U45400WB2013PLC190485

P K Dhandhan

Prabhat Kumar Dhandhan, FCA, Partner

(Membership No. 052613)

For & On behalf of

Dhandhan & Associates

Chartered Accountants

Firm Registration No.316052E

Place : Kolkata

Dated : 24th day of May 2023

*C.K. Dhanuka*C.K. Dhanuka
DIN : 00005684*R.K. Sharma*R.K. Sharma
DIN : 05197101*K.K. Tibrewala*K.K. Tibrewala
DIN : 00018806*Mayank Beriwal*Mayank Beriwal
DIN : 06684029*Simerpreet Gulati*Simerpreet Gulati
Company Secretary

DHUNSERI INFRASTRUCTURE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED AS ON 31ST MARCH, 2023

(Amount INR in '000)

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
A. Operating Activities		
Profit before tax	(2,939.40)	(2,107.90)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and impairment of property, plant and equipment	314.48	314.48
Finance Cost	733.83	227.13
Movements in provisions, gratuity and government grants		
Increase in trade and other receivables and prepayments	(32.14)	1,235.43
Increase in Other current financial liability	(492.81)	445.02
Decrease in Short Term Provisions	-	-
Increase in Trade and other payables	88.88	(26.08)
Income Tax Paid	-	-
Net Cash flow from operating activities	(2,327.16)	88.08
B. Investing activities		
Changes in Capital Work in Progress	(0.00)	(2,186.31)
Right of use asset	0.77	0.77
Net cash flows used in investing activities	0.77	(2,185.55)
C. Financial activities		
Loan from Holding Company	3,000.00	2,500.00
Finance Cost	(733.83)	(227.13)
Lease Liability	(0.01)	(0.01)
Net cash flows from/(used in) in Financing activities	2,266.16	2,272.86
Net increase in cash and cash equivalents	(60.22)	175.39
Cash and cash equivalents at the beginning of the year	180.90	5.51
Cash and cash equivalents at year end	120.67	180.90

Significant Accounting Policies

Notes referred to above form an integral part of the Balance Sheet

As per our Report of even date attached

P K Dhandhan

Prabhat Kumar Dhandhan, FCA, Partner

(Membership No. 052613)

For & On behalf of

Dhandhan & Associates

Chartered Accountants

Firm Registration No.316052E

Place : Kolkata

Dated : 24th day of May 2023



For and on behalf of Board of Directors

CIN : U45400WB2013PLC190485

C.K. Dhanuka

DIN : 00005684

R.K. Sharma

DIN : 05197101

K.K. Tibrewala

DIN : 00018806

Mayank Beriwal

DIN : 06684029

Simerpreet Gulati

Simerpreet Gulati
Company Secretary

Dhunseri Infrastructure Limited

Notes to Financial Statements for the year ended 31st March, 2023

Company Overview

Dhunseri Infrastructure Limited having its Registered Office at "Dhunseri House", 4A Woodburn Park, Kolkata - 700020 is engaged in the business of Construction and Infrastructure Development. The company is developing a Project in Mouza – Gangapur, J. L. NO. 35, within the jurisdiction of Kolkata Leather Complex (previously Bhangar), P. S. – Kolkata Leather Complex, District – South 24 Paraganas, which is in the process of completion.

The Company is a wholly owned subsidiary of Dhunseri Ventures Limited (erstwhile Dhunseri Petrochem Limited).

These financial statements were approved and adopted by Board of Directors of the Company in their meeting held on 24.05.2023.

Note 1: Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Basis of Preparation

1.1.1 Compliance with IND AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31 March 2023 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

1.2 Accounting for Taxes on Income

Current tax is determined in accordance with the provision of Income Tax Act, 1961

Management periodically evaluates positions taken in tax returns with respect of situation in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax has been recognised for all timing differences, subject to consideration of prudence in respect of Deferred Tax Assets.

1.3 Income recognition

(a) Income is recognized as per IndAS 115 "Revenue from Contracts with customers".

(b) Other Income

Interest Income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable and recognized on accrual basis.



Dhunseri Infrastructure Limited

Notes to Financial Statements for the year ended 31st March, 2023

1.4 Property, Plant and Equipment

All items of property, plant and equipment are stated at historical cost/ deemed cost as on the date of transition less Amortization. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

The fair value of capital work in progress is same as carrying cost.

1.5 Depreciation And Amortisation

Leasehold land is amortised under the straight line method over the period of lease.

1.6 Impairment of Assets

The carrying amounts of assets are reviewed at each Balance Sheet date to determine if there is any indication of impairment based on internal / external factors. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. The impairment loss recognized in the prior accounting years is reversed if there has been a change in the estimate of recoverable amount.

1.7 Provision and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

1.8 Estimates and Assumptions

The preparation of financial statements require the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

The said estimates are based on the facts and events that existed as at the reporting date or that occurred after the date but provide additional evidence about conditions existing as at the reporting date.



1.9 Functional and Presentation Currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the Company operates ('functional currency'). The financial statements are presented in Indian rupees (Rs.), which is the Company's functional and presentation currency.

1.10 Lease

The Company as lessee

At the inception of the contract, the Company assesses whether a contract contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. For the purpose of identifying if a contract contains a lease, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease, and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except in case of low value leases and short term leases (a term of less than twelve months) wherein the lease payments are recognized as an operating expense on a straight-line basis over the term of the lease.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

The right-of-use assets are initially recognized at cost. Cost includes the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the useful life of the underlying asset or the lease term whichever is shorter. Right of use assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to lease contracts existing on April 1, 2019 using the modified retrospective method.



DHUNSERI INFRASTRUCTURE LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

Note No. 2

(Amount INR in '000)

Property, Plant & Equipment

Sl. No.	Particulars	Gross Block				Accumulated depreciation and amortization				Net Book Value	
		As at 1st April 2022	Additions during the year	Deductions/ Adjustment during the year	As at 31st March 2023	As at 1st April, 2022	Additions during the year	Deductions/ Adjustment during the year	As at 31st March, 2023	As at 31st March 2022	As at 31st March 2023
I	Property, Plant and Equipment and Intangible Assets										
i	Lease hold land	25,982.91	-	-	25,982.91	2,515.84	314.48	-	2,830.32	23,152.59	23,467.07
	Total	25,982.91	-	-	25,982.91	2,515.84	314.48	-	2,830.32	23,152.59	23,467.07

The lease is for a period of 99 years with an option of renewal for further period of 99 years

The company has received Assets and Liabilities pursuant to the scheme of arrangement (Merger and Demerger) duly sanctioned by the Hon'ble High Court at Calcutta at the hearing held on 07-08-2014. Leasehold Land which was received was yet to be transferred in the Name of Dhunseri Infrastructure Limited.

Note No. 3

A. Ageing Schedule for Capital Work in Progress

As on 31-03-2023

As on 31-03-2022

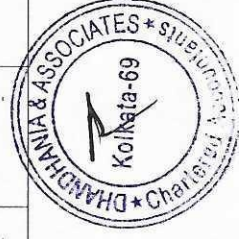
CWIP	Amount in CWIP for a period of					Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects Temporarily Suspended	-	2,186.31	1,246.53	4,58,905.46	4,62,338.31	2,186.31	1,246.53	218.38	4,58,687.08	4,62,338.31

B. Completion Schedule of Capital Work in Progress

As on 31-03-2023

As on 31-03-2022

CWIP	Amount in CWIP for a period of					Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects Temporarily Suspended	-	-	-	4,62,338.31	4,62,338.31	-	-	-	4,62,338.31	4,62,338.31



DHUNSERI INFRASTRUCTURE LIMITED*Notes to Financial Statements for the year ended 31st March, 2023**(Amount INR in '000)*

Particulars	As at 31st March, 2023	As at 31st March, 2022
4 Right to use Assets		
Opening Balance	73.35	74.12
Add: Addition during the year	-	-
Less: Amortization	0.77	0.77
Total	72.59	73.35
5. Other Non-Current Assets		
Security Deposits	165.20	165.20
Total	165.20	165.20
6. Cash and Cash Equivalents		
Balances with banks:		
– On current accounts	120.67	180.90
Total	120.67	180.90
7. Other Current Assets		
Advance against Expenses	45.00	2.50
Prepaid Expense	126.28	136.63
Total	171.28	139.13



DHUNSERI INFRASTRUCTURE LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

(Amount INR in '000)

8. Equity Share Capital and Other Equity**A. Equity Share Capital**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Authorised		
99,50,000 Equity share of Rs 10/- each	99,500.00	99,500.00
Issued, Subscribed and Paid up		
99,50,000 Equity share of Rs 10/- each fully paid up	99,500.00	99,500.00
Total Equity Share Capital	99,500.00	99,500.00

a) Reconciliation of number of shares

Particulars	Equity Shares	
	No.	No.
Balance as at the beginning of the year	99,500.00	9,950.00
Increase/(decrease) during the year	-	-
Balance as at the end of the year	99,500.00	9,950.00

The company has one class of equity share having a par value of Rs 10/- each. Each shareholder is eligible for vote per share held. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

b) Details of Shareholders holding more than 5%

Particulars	%	As at 31st March, 2023	As at 31st March, 2022
Dhunseri Ventures Limited	99.99%	9,949.40	9,949.40

Shares held by the promoter at the end of the year

Serial No	Name of Promoter	No. of Shares	% of Total Shares
1	Dhunseri Ventures Limited	9,949.40	10.00
Total		9,949.40	10.00

No change in Promoter Shareholding as compared to last year.

(Amount in 000)

8B. Other Equity

Particulars	As at 31st March, 2023	As at 31st March, 2022
a) Share Premium		
Balance as at the beginning of the year	3,88,800.00	3,88,800.00
Increase/(decrease) during the year	-	-
Balance as at the end of the year	3,88,800.00	3,88,800.00
b) Retained Earning		
Balance as at the beginning of the year	(9,971.40)	(7,863.50)
Profit / (Loss) during the year	(2,939.40)	(2,107.90)
Balance as at the end of the year	(12,910.80)	(9,971.40)
Total Other Equity	3,75,889.20	3,78,827.60



DHUNSERI INFRASTRUCTURE LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

(Amount in 000)

Particulars	As at 31st March, 2023	As at 31st March, 2022
9. Other Financial Liabilities		
Interest Payable	199.73	692.54
Total	199.73	692.54
10. Other Current Liabilities		
Statutory Dues Payable	49.00	33.39
Audit Fees Payable	44.28	43.20
Rent Payable	103.02	96.96
Others	159.79	93.66
Total	356.09	267.21



DHUNSERI INFRASTRUCTURE LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

(Amount INR in '000)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
11 Other Income		
Interest Income	-	-
Interest On Income tax refund	-	-
Total	-	-
12 Finance Cost		
Interest on Loan	733.83	221.08
Interest on Lease Liability	-	6.05
Total	733.83	227.13
13 Depreciation and Amortisation expense		
Amortisation of Leasehold Land	314.48	314.48
Amortisation of Right of use asset	0.77	0.77
Total	315.25	315.25
14 Employee Benefit Expenses		
Salary	72.00	-
Bonus	18.00	-
Total	90.00	-
15 Other expenses		
Filing Fees	5.40	4.20
Trade Licence	4.40	4.40
Auditors' Remuneration	48.38	48.38
Professional Fees	229.06	138.55
Profession Tax	2.50	2.50
Conveyance Expenses	55.65	-
Site Expenses	6.53	-
Security Charges	1,071.45	1,016.48
Insurance Charges	330.43	320.49
Miscellaneous Expenses	46.52	30.52
Total	1,800.32	1,565.52
16 The Company was developing Dhunseri IT Park in the IT SEZ area on the lease hold land having area 3.03 acres and on adjacent land having area of 2.02 acres owned by Mint Investments Limited and 1.01 acres owned by Bonanza Trading Co. Pvt. Ltd respectively. It was mutually agreed initially that all the development work will be carried out by the company and after completion of the construction, the operating revenue and expenses will be shared in the ratio of 25:2:1 amongst each of the three companies i.e. Dhunseri Infrastructure Limited, Mint Investments Limited and Bonanza Trading Co. Pvt. Ltd. which is subject to revision based on transfer pricing study once project starts generating revenue.		
17 In terms of Para 3(i)(2)(d) under the Notification dated 17/12/2019 of the Ministry of Commerce , Government of India , all SEZs shall be deemed to be Multi Sector SEZs. This has opened up the scope of accommodating different industries in the existing SEZ at Bantala. In view of this, the company has named its present IT Park as "Dhunseri Commercial Park." The company is now evaluating various options for utilising the constructed space.		
18 In view of the delay in passing Development of Enterprises and Services Hub (DESH) it is understood that the Central Government is working towards framing some rules under the SEZ Act to allow the use of unutilised space for non - SEZ purposes. Once the same changes come, it will give an opportunity for utilising the space for better commercial purposes.		



- 19 CBRE South Asia Pvt Ltd were appointed by the Company during the current year to assess the fair value of assets and as per their assessment, the fair value of assets is higher than the carrying amount of the assets. Accordingly, provision for impairment loss is not required.

20 Financial risk management

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

- credit risk ;
- liquidity risk ; and
- market risk.

i. Risk management framework

The Company is exposed to normal business risks from changes in market interest rates and from non-performance of contractual obligations by counterparties. The Company does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Company. The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. As the at 31st March, 2023, these trade receivable aggregates to NIL.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

As of 31 March 2023, the Company had cash and bank balances of Rs 1.21 lacs. As of 31 March 2022, the Company had cash and bank balances of Rs 1.81 lacs.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements:

(Amount INR in '000)

31st March 2023						
Particulars	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
Non current borrowings (including current maturities)	10,000.00	10,000.00	3,000.00	2,500.00	4,500.00	-
Current borrowings	-	-	-	-	-	-
Trade payable	-	-	-	-	-	-
Lease Liability	75.61	75.61	-	-	75.61	-
Other financial liabilities	199.73	199.73	200	-	-	-
Total	10,275.34	10,275.34	3,199.73	2,500.00	4,575.61	-

31st March 2022						
Particulars	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
Non current borrowings (including current maturities)	7,000.00	7,000.00	2,500.00	4,500.00	-	-
Current borrowings	-	-	-	-	-	-
Trade payable	-	-	-	-	-	-
Lease Liability	75.62	75.62	-	-	75.62	-
Other financial liabilities	692.54	692.54	445.02	247.52	-	-
Total	7,768.16	7,768.16	2,945.02	4,747.52	75.62	-

iv. Market risk

Market risk is the risk that changes in market prices such as interest rates- will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.



DHUNSERI INFRASTRUCTURE LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

- 21 Considering the matter of prudence the company has not recognized the Deferred Tax Asset on business losses .
- 22 Earning Per Share calculated in accordance with Ind AS-33

(Amount INR in '000)

Particulars	As at 31.03.2023	As at 31.03.2022
Profit after tax as per Statement of Profit and Loss	(2,939.40)	(2,107.90)
Number of Equity Shares (Face Value of Rs. 10/- each)	9,950.00	9,950.00
Weighted Average No. of Shares outstanding	9,950.00	9,950.00
Basis Earning per share (Rs./ Share) (Face Value of Rs. 10/- each)	(0.30)	(0.21)
Diluted Earning per share (Rs./ Share) (Face Value of Rs. 10/- each)	(0.30)	(0.21)

23 LeaseTotal amount of minimum future lease rent payments are as follows :

Sl. No.	Particulars	As at 31.03.2023	As at 31.03.2022
a)	Not later than one year	6.06	6.06
b)	Later than one year and not later than five years	24.24	24.24
c)	More than Five year upto 10 years	30.30	30.30

Amount Recognised in Statement of Profit and Loss Account

Sl. No.	Particulars	As at 31.03.2023	As at 31.03.2022
a)	Interest on Lease Liability	6.05	6.05
b)	Depreciation on Right to use asset	0.77	0.77

24 Related Party disclosure under Indian Accounting Standard - 24i) List of Related parties and relationship:**(A) Holding Company**

Dhunseri Ventures Limited

(B) Key Managerial Personnel

Mr. C.K Dhanuka (Director)

Mr. Mrigank Dhanuka (Director)

Mr. Kailash Kumar Tibrewalla (Director)

Mr. Rajiv Kumar Sharma (Director)

Mr. Mayank Beriwalla (Director)



DHUNSERI INFRASTRUCTURE LIMITED

Notes to Financial Statements for the year ended 31st March, 2023

(Amount INR in '000)

ii) Details of related party transactions during the year ended 31 March, 2023

Particulars	As at 31.03.2023	As at 31.03.2022
Holding Company		
Loans Received during the year	3,000.00	2,500.00
Loan Refunded during the year	-	-
Interest Expenses	727.78	494.46
Balances at the year end	10,199.73	7,692.54

- 25 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- 26 The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 27 The Company has not received any memorandum (as required to be filed by the supplier with the notified authority under the Micro, Small and Medium Enterprise Development Act, 2006) claiming their status as micro, small or medium enterprises. Consequently, the amount paid / payable to these parties during the year is nil.
- 28 The Company has not paid Lease Rent to Government of West Bengal on IT SEZ land pending mutation of land in favour of the Company. However, liability of the same has been provided in the books as per the Lease Agreement.
- 29 Capital commitment :- Estimated amount of contracts remaining to be executed on capital account and not provided for is NIL (PY-Rs. Nil Lakhs)
- 30 The Company has not done any transactions with Companies struck off u/s 248 of Companies Act 2013 or u/s 560 of Companies Act, 1956.
- 31 There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of account.
- 32 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.
- 33 The Ministry of Corporate Affairs vide notification dated 24.03.2021 require Company to use such accounting software which has a feature of recording audit trail of each and every transaction, creating and edit log of each change made in books of accounts along with the date when such changes were made and ensuring that audit trail cannot be disabled, w.e.f. 01.04.2021, the implementation of which vide notification dated 31.03.2022 deferred to 01.04.2023 .
- 34 The Holding Company "Dhunseri Ventures Ltd." will provide finances, whenever the same is required.



35 Analytical Ratios

Particulars	Reference	March 31, 2023	March 31, 2022	% Variance	Reason for change if change more than 25%
A. Current Ratio	(a/b)	0.44	0.33	-33.09%	Other Current Assets
Current Assets (a)		0.00	0.00		Balance is higher in the
Current Liabilities (b)		0.01	0.01		current year
B. Return on Equity Ratio	(a/b)	-0.62%	-0.44%	-40.18%	No capitalisation done in
Profit for the year (a)		(0.03)	(0.02)		current year
Average shareholder's equity (b)	(c+d)/2	4.77	4.79		
Opening Total equity (c)		4.78	4.80		
Closing Total equity (d)		4.75	4.78		
C. Return on Capital employed	(a/b)	-0.37%	-0.32%	-14.81%	
Earnings Before Interest, Tax and Exceptional Item (a)		(0.02)	(0.02)		
Average Capital Employed (b)	(c+d)/2	4.85	4.85		
Opening Capital Employed (c)		4.85	4.84		
Closing Capital Employed (d)	(e+f+g-h)	4.85	4.85		
Net Worth (e)		4.75	4.78		
Total debt and lease liabilities (f)		0.10	0.07		
Deferred Tax Liability (g)		-	-		
Deferred Tax Asset (h)		-	-		
D. Debt-Equity Ratio	(a/b)	10.13%	7.11%	-42.40%	Loan amounting Rs 30 Lakhs
Total Debt including lease liabilities (a)		0.10	0.07		has been taken during the
Shareholder's Equity (b)		1.00	1.00		year.
E. Debt Service Coverage Ratio	(a/f)	(2.54)	(6.63)	61.62%	Companies Operating
Earnings available for debt Service (a)	a = b + c + d	(0.02)	(0.02)		Expenses has been
Net Profit after Taxes (b)		(0.03)	(0.02)		increased.
Non cash expenses (c)		0.00	0.00		
Finance cost (d)		0.01	0.00		
Other adjustments (e)		-	-		
Debt Service (f)	f = g + h + i	0.01	0.00		
Interest Payments (g)		0.01	0.00		
Lease Payments (h)		0.00	0.00		
Principal Repayments (i)		-	-		

36 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

37 Figures have been rounded off to nearest thousand rupee with two decimals.

Signatories to Notes 1 - 37

P K Dhandhania
Prabhat Kumar Dhandhania, FCA, Partner

(Membership No. 052613)

For & On behalf of

Dhandhania & Associates

Chartered Accountants

Firm Registration No.316052E

Place : Kolkata

Dated : 24th day of May 2023



For and on behalf of the Board of Directors

CIN : U45400WB2013PLC190485

C.K. Dhanuka
C.K. Dhanuka

DIN : 00005684

R.K. Sharma
R.K. Sharma

DIN : 05197101

K.R. Tibrewala
K.R. Tibrewala

DIN : 00018806

Simerpreet Gulati
Simerpreet Gulati

Company Secretary

Mayank Beriwal
Mayank Beriwal

DIN : 06684029