



INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors

Suraj Estate Developers Limited

(Formerly known as Suraj Estate Developers Private Limited)

301, 3rd Floor, Aman Chambers,

Veer Savarkar Marg, Opp. Bengal Chemicals,

Prabhadevi, Mumbai - 400 025,

Maharashtra.

Dear Sirs,

1. We S K L R & Co LLP, Chartered Accountants, have examined, as appropriate (refer paragraph 5 below), the Restated Consolidated Financial Information of Suraj Estate Developers Limited (formerly known as Suraj Estate Developers Private Limited) (the "Company" or the "Holding Company" or the "Issuer") and its subsidiaries and partnership firms (the Company, its subsidiaries and partnership firms together referred to as the "Group") comprising the Restated Consolidated Statement of Assets and Liabilities of the Group as at 30 June 2023, 31 March 2023, 31 March 2022 and 31 March 2021, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the three month period ended 30 June 2023 and for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 and summary statement of Material Accounting Policies and other explanatory information (collectively referred to as the "Restated Consolidated Financial Information"), annexed to this report for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (RHP and Prospectus collectively referred to as "Offer Documents"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs. 5 each ("Issue"). The Restated Consolidated Financial Information, has been approved by the board of directors of the Company (the "Board of Directors") at their meeting held on 22 November 2023 and have been prepared by the Company in accordance with the requirements of:
 - a) the Sub-section (1) of Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (Collectively "the Stock Exchanges") and Registrar of Companies, Maharashtra at Mumbai in connection with the Issue. The Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2 to Annexure V of the Restated Consolidated Financial Information. The Board of Directors of the Company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors of the Company are also responsible for identifying and ensuring that the Group comply with the Act, the SEBI ICDR Regulations and the Guidance Note.
3. We have examined the Restated Consolidated Financial Information taking into consideration:
 - a) the terms of reference and our engagement agreed with you vide our engagement letter dated 6 November 2023, in connection with the Issue;



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- b) The Guidance Note also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;
- c) the concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
- d) the requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Issue.

4. These Restated Consolidated Financial Information have been compiled by the management from:
- a) Audited Special Purpose Consolidated Interim Financial Statements of the Group as at and for the three month period ended 30 June 2023 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India except for the comparative figures that have not been included in Special Purpose Consolidated Interim Financial Statements as at and for the three month period ended 30 June 2022 as per the requirements of Ind AS 34 which have been approved by the Board of Directors at their meeting held on 22 November 2023;
 - b) Audited Consolidated Financial Statements of the Group as at and for the years ended 31 March 2023 and 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (the "**2022 & 2023 Audited Consolidated Financial Statements**"), which have been approved by the Board of Directors at their meeting held on 11 July 2023 and 30 May 2022 respectively;
 - c) Audited Special Purpose Consolidated Financial Statements of the Group as at and for the year ended 31 March 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (the "**2021 Special Purpose Consolidated Financial Statements**"), which have been approved by the Board of Directors at their meeting held on 19 January 2022.

5. For the purpose of our examination report, we have relied on:
- a) Auditors report issued by us dated 22 November 2023 on the Special Purpose Consolidated Interim Financial Statements of the Group as at and for the three-month period ended 30 June 2023, as referred in Para 4 above; and
 - b) Auditors Report issued by M/s Bhuwania & Agrawal Associates ("**Previous Auditor**") dated 11 July 2023 and 30 May 2022 respectively on the audited Consolidated Financial Statements of the Group as at and for the years ended 31 March 2023 and 31 March 2022 respectively as referred in Para 4 above.
 - c) Auditors Report issued by Previous Auditor dated 19 January 2022 on the audited Special Purpose Consolidated Financial Statements of the Group as at and for the year ended 31 March 2021 as referred in Para 4 above.

The statutory audit of the consolidated financial statements of the Group as at and for the year ended 31 March 2021 prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") (the "Statutory Consolidated Indian GAAP Financial Statements"), which were approved by the Board of Directors at their meeting held on 27 September 2021, was



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conducted by the Company's Previous Auditor. The Previous Auditor issued report dated 27 September 2021 on the Statutory Consolidated Indian GAAP Financial Statements as at and for the year ended 31 March 2021.

Accordingly, reliance has been placed on the 2022 & 2023 Audited Consolidated Financial Statement and 2021 Special Purpose Consolidated Financial Statements (collectively, "31 March 2023, 31 March 2022 and 31 March 2021 Consolidated Financial Information") audited by Previous Auditor for the said years. The examination report included for the said years is based solely on the audit reports submitted by the Previous Auditor. They have also confirmed that the 31 March 2023, 31 March 2022 and 31 March 2021 Restated Consolidated Financial Information:

- i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended 31 March 2023, 31 March 2022 and 31 March 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three-month period ended 30 June 2023;
 - ii. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
6. As indicated in para 5(a) above,
- (a) We did not audit the financial statements of 3 subsidiaries and 3 partnership firms whose share of total assets, total revenues and net cash inflows included in the Special Purpose Consolidated Interim Financial Statements, as tabulated below, which have been audited by other auditors as listed in Appendix I, and whose reports have been furnished to us by the Company's management and our opinion on the Special Purpose Consolidated Interim Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and partnership firms, is based solely on the reports of the other auditors:

(Rs. In Mn)

Particulars	As at and for the three months period ended June 30 2023
Total Assets	1,890.74
Total Revenue	52.93
Net Cash inflow	1.22

- (b) As indicated in para 5(b)(c) above, we did not audit the Consolidated Financial Statements of the Group and standalone financial statement of the entities included in the Consolidated Financial Statement (including partnership firms) for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 which have been audited by Previous Auditor, and whose reports have been furnished to us by the Company's management and our opinion on the Restated Consolidated Financial Statement, in so far as it relates to the amounts and disclosures included in the respective entities, is based solely on the reports of the Previous Auditor. The reports of the Previous Auditor on the financial information, expressed an unmodified opinion.

Our opinion on the Restated Consolidated Financial Statements is not modified in respect of this matter.

The other auditors of the subsidiaries and partnership firms, as referred in paragraph 6(a) above, have examined the special purpose restated financial information of such subsidiaries and partnership firm and have confirmed that the restated financial information:



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- i. do not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - ii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit reports referred in paragraph 5 above submitted by the Previous Auditor for the respective years, we report that the Restated Consolidated Financial Information:
 - a) Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in the financial years ended 31 March 2023, 31 March 2022 and 31 March 2021 to reflect the same accounting treatment as per the accounting policies and grouping/ classifications followed as at and for the three-month period ended 30 June 2023;
 - b) does not contain any qualifications requiring adjustments. However, those qualifications in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act for the years ended 31 March 2023, 31 March 2022 and the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act for the year ended 31 March 2021 which do not require any adjustments in the Restated Consolidated Financial Information have been disclosed in Note 56 of the Restated Consolidated Financial Information;
 - c) does not require any adjustment for modification as there is no modification in the underlying audit reports;
 - d) The emphasis of matter paragraph included in the auditors' report on standalone financial statement of the group entities of respective years, which require corrective adjustment to the Restated Consolidated Financial Information have been disclosed in Note 56 of the Restated Consolidated Financial Information; and
 - e) Restated Consolidated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited special purpose consolidated interim financial statements and audited consolidated financial statements mentioned in paragraph 4 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous auditor's reports issued by us or by Previous Statutory Auditors nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of this report.



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12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document to be filed with SEBI, the Stock exchanges and the ROC in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For SKLR & Co LLP
Chartered Accountants
Firm Registration Number: W100362

Bhankeli

Rakesh Jain
Partner
Membership No: 12386
UDIN: **23123868BHBRKA7453**
Place: Mumbai



Date: 22nd November 2023

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Appendix I

Details of entities included in the Restated Consolidated Financial Statement and not audited by us and name of the other auditor for the three-months period ended 30 June 2023:

Sr. No.	Name of Entity	Relationship	Auditor
1	Skyline Realty Private Limited	Subsidiary	Bhuwania & Agrawal Associates
2	Iconic Property Developers Private Limited	Subsidiary	Bhuwania & Agrawal Associates
3	Uditi Premises Private Limited	Subsidiary	Bhuwania & Agrawal Associates
4	New Siddhartha Enterprises	Partnership Firm	Bhuwania & Agrawal Associates
5	S R Enterprises	Partnership Firm	Bhuwania & Agrawal Associates
6	Mulani & Bhagat Associates	Partnership Firm	Bhuwania & Agrawal Associates

