**NOTICE IS HEREBY GIVEN THAT THE 21st ANNUAL GENERAL MEETING OF THE MEMBERS OF RED EARTH GOOD LIVING AND HOSPITALITY LIMITED (THE 'COMPANY') WILL BE HELD ON TUESDAY, 30TH SEPTEMBER 2025 AT 10:00AM, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO.121, RAHEJA ARCADE, 5TH BLOCK, KORAMANGALA INDUSTRIAL AREA, KARNATAKA-560034 AND ALSO THROUGH VIDEO CONFERENCING ("VBC")/ OTHER AUDIO-VISUAL MEANS("OAVM"), TO CONSIDER AND TRANSACT THE FOLLOWING BUSINESS.**

**ORDINARY BUSINESS**

**1. Adoption of Financial Statement:**

To consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and auditors thereon. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**2**. To appoint a director in place of Mr. Aditya Raman who retires by rotation and being eligible, offers himself for re-appointment.

**3**. To appoint a director in place of Mrs. Rachel Ravi who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF Ms.SMRITI CHANDRASEKAR (DIN: 05210221) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to Section 149, 150, 152, 161 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, Ms.SMRITI CHANDRASEKAR (DIN: 05210221), who holds office as an Additional Director in the capacity of Independent Director upto September 30, 2025 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby regularised as an Independent Director of the Company, for a period of 5 (Five) years effective from July 21, 2025, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution**."**

**5. INCREASE OF AUTHORISED CAPITAL:**

To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to Section 61 read with Rule 15 of the Companies (Share Capital and Debentures) Rules (including any statutory modification thereto or re-enactment thereof for the time being in force) (the "Act") the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000 /- (Rupees Ten crores only) consisting 1,00,00,000 (One crore) equity shares of Rs.10/- (Rupee Ten only) to Rs. 16,00,00,000/- (Rupees Sixteen crore only) consisting 1,60,00,000 (One crore Sixty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each by the creation of 60,00,000 (Sixty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each constituting Rs. 6,00,00,000 /-(Rupees Six crores)

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V."The authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen core only) consisting 1,60,00,000 (One crore Sixty Lakhs) equity shares of Rs.10/- (Rupees ten only)."

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

**6. CAPITALISATION OF RESERVES AND ISSUE OF BONUS SHARES – SPECIAL RESOLUTION**

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as a Special Resolution:

"**RESOLVED THAT** in accordance with section 63 and other applicable provisions of the companies Act, 2013 read with relevant rules thereof including any amendments or re-enactment thereof for the time being in force, the approval of shareholders be and is hereby granted for capitalisation of a sum not exceeding Rs.6,22,05,980/- (Rupees Six Crore Twenty Two lakhs Five Thousand Nine Hundred and Eighty only) from the Securities Premium Account for the purpose of issue of 62,20,598 (Sixty two Lakhs Twenty Thousand Five hundred and Ninety Eight only) equity shares of Rs.10/- (Rupees Ten Only) each as Bonus shares (Rupees Ten Each), credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on 6th September 2025 ('Record Date') determined by the Board, in the proportion of 100 (One Hundred ) Bonus Equity shares of Rs.10/- (Rupees Ten each) for every 150 (One Hundred and Fifty) fully paid up Equity shares of Rs.10/- each held by them and that the Bonus shares so distributed shall, for all purposes, be treated as increase in the paid up capital of the company held by each such Member, and not as income."

"**RESOLVED FURTHER THAT** no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the issue of Bonus shares shall be aggregated into whole shares and the number of whole shares so arising shall be held by the Board of Directors of the company who shall dispose of the said whole shares and the proceeds of the sale of such whole shares shall be distributed proportionately among the members who would otherwise be entitled to fractional entitlements.

**RESOLVED FURTHER THAT** the Bonus shares so allotted shall be subject to the approval of the increase in Authorized capital and rank pari passu with Equity shares of the company as existing on the record date.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the any of the directors of the Board be and are hereby authorized to do all such acts, deeds and matters and things and to give such directors as may be necessary and reasonable, and to settle any questions, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**By the Order of the Board**
**For and on Behalf of**

RAVI RACHEL Digitally signed by RAVI RACHEL Date: 2025.09.22 11:44:47 +05'30'

**RACHEL RAVI**
**Managing Director**
**DIN: 02576160**
**Date: 06TH September 2025**
**Place: Bangalore**

**NOTES:**

1) **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.**
2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY STAMPED AND SIGNED BEFORE THE COMMENCEMENT OF THE MEETING.**
3) **ALL DOCUMENTS REFERRED TO IN NOTICE WILL BE AVAILABLE FOR INSPECTION AT COMPANY'S CORPORATE OFFICE DURING NORMAL BUSINESS HOURS ON WORKING DAYS UP TO THE DATE OF THE EGM.**
4) **MEMBERS ARE REQUESTED TO BRING THE ATTENDANCE SLIP SENT HEREWITH DULY FILLED FOR ATTENDING THE MEETING.**
5) **THOSE WHO WOULD LIKE TO ATTEND THIS AGM, WE ARE VIRTUAL MODE ARE REQUESTED TO SEND THEIR REQUISITION VIA EMAIL TO ARUN@REDEARTH.IN**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the 'Act')

**Item No.4:**

Ms.SMRITI CHANDRASEKAR (DIN: 05210221), was appointed as an additional director in the capacity of Independent Director of the Company pursuant to Section 149 & 161 of the Act, read with the Appointment Rules by the Board, effective July 21, 2025 for a period of 5 years. Her first term as an Independent Director ends on 20th July 2030. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Ms.SMRITI CHANDRASEKAR fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act.

The Board is firmly of the view that the continued association of Ms.SMRITI CHANDRASEKAR would yield substantial advantages for the Company. Accordingly, it is deemed imperative to persist in leveraging their esteemed expertise and services as Independent Directors.

Pursuant to Sections 149, 161 and other applicable provisions of the Act and the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules") made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the resolution seeks the approval of members for the regularisation of appointment of Ms.SMRITI CHANDRASEKAR as an Independent Director of the Company, for a term of 5 (five) years effective July 21st, 2025 and She shall not be liable to retire by rotation.

The Company has received all statutory disclosures / declarations, including

(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,

(iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act,

(iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company, and
The Company has also received a notice in writing by a member proposing her candidature under Section 160(1) of the Act.

As the Company continues to expand in scale and complexity, coupled with an increased demand for her time, expertise, and oversight, it is proposed to adjust their commission to reflect the augmented responsibilities, contributions, and strategic value they bring to the Company's sustained prosperity.

A copy of draft letter of appointment constituting terms and conditions of appointment would be available for inspection by the members on all working days at the reg office of the company.
No director, KMP or their relatives except Ms.SMRITI CHANDRASEKAR, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out

**Item No. 5**

Shareholders may note that, it is necessary to increase the Authorized Capital of the company to Rs.16,00,00,000/-in order to Accommodate the proposed Bonus Issue. The Board of directors at their meeting held on 6th September 2025, approved the proposal for Increase in Authorized Share Capital of the Company and consequent amendments to the Memorandum of Association of the Company. An increase in Authorized Share Capital would necessitate amendment to the Clause V of the Memorandum of Association and would require member's approval by passing Ordinary Resolution and the Board hereby recommends the same.
None of the directors or KMPs are interested in this resolution.

**Item No. 6**

The Board of Directors of the Company in its meeting held on 06th September 2025, has recommended for approval of the Shareholders, the issue of Bonus Shares to the holders of Equity Shares of the company in the Ratio of 100:150 (i.e. One Hundred shares Bonus Shares of Rs.10/- each for every One Hundred fifty Shares of Rs.10/- each held) by increasing the issued, subscribed and paid-up share capital of the Company to a sum not exceeding Rs.6,00,00,000/- (Rupees Six Crore only ) from the Securities Premium Account as per the Audited Accounts of the Company, for the financial year ended 31st March 2025.

The increased capital is proposed to be applied in paying up in full not exceeding 62,20,598 (Sixty two Lakhs Twenty Thousand Five hundred and Ninety Eight only) Equity Shares of Rs.10/- each for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten) each, credited as fully paid up to the holders of the Equity Shares of the Company as per the Register of Members as on 6th September 2025 ('Record Date'), in the proportion of One Hundred Bonus Shares of Rs.10/- each for every One Hundred and Fifty Equity Shares of Rs.10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member and not as income.

The Bonus Shares so allotted shall rank pari pasu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date i.e. 6th September 2025. Directors of the Company are interested in this resolution to the extent of their respective shareholdings in the Company. Key Managerial Persons are not interested in this resolution.

The Board recommends this resolution for your approval to be passed as a special resolution pursuant to the Articles of Association of the Company.

**By the Order of the Board**
**For and on Behalf of**

RAVI RACHEL
Digitally signed by RAVI RACHEL
Date: 2025.09.22 11:45:36 +05'30'

**RACHEL RAVI**
**Managing Director**
**DIN: 02576160**
**Date: 06TH September 2025**
**Place: Bangalore**

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**Board's Report**

**TO,**

**THE MEMBERS OF,**

**RED EARTH GOOD LIVING AND HOSPITALITY LIMITED**

The Directors are pleased to present to you the 21st Annual Report of RED EARTH GOOD LIVING AND HOSPITALITY LIMITED ("the Company") along with the audited financial statement for the financial year ended March 31, 2025.

## 1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

A summary of the financial performance of the Company on a standalone basis for the financial year ended March 31, 2025, is given below:

| Particulars | Standalone | |
|---|---|---|
| | 2024-25 | 2023-24 |
| | Current Year | Previous Year |
| Revenue from Operations | 13,51,30,712 | 14,18,36,585 |
| Other Income | 2,07,960 | 1,78,927 |
| Total Revenue | 13,53,38,672 | 14,20,15,512 |
| Total Expenditure | 11,28,31,943 | 11,24,16,667 |
| Profit/(Loss) before Prior Period Items & tax | 2,25,06,730 | 2,95,98,835 |
| Less: Prior period Items | - | - |
| Less: Extraordinary items | 29,05,476 | - |
| Profit/(Loss) Before Tax | 2,54,12,206 | 2,95,98,835 |
| Less: Taxes | 79,13,703 | 83,48,395 |
| Profit/(Loss) After Tax | 1,74,98,503 | 2,12,50,440 |

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**2. TRANSFER TO ANY RESERVES:**

During the year under review, the Company do not propose to transfer any sum to any reserves.

**3. DIVIDEND:**

During the year under review, your Board does not recommend any dividend and wishes to plough back the profits.

**4. TRANSFER OF UNCLAIMED DIVIDEND AND UNCLAIMED SHARES:**

During the year under review, there were no unclaimed dividend that needs to be transferred to the Investor Education and Protection Fund as per the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (including amendments and modifications, thereof).

**5. STATE OF THE COMPANY'S AFFAIR:**

Operations; During the year Tadoba witnessed unprecedented rains in July and the Stream through the property was in spate, inundating the resort. This resulted in operations being disrupted till November

Measures have been taken to raise the level of the buildings which got affected to avoid any future recurrence. This has resulted in drop in turn over. There has been significant increase in salaries to employees. A marketing team has been created in key cities across the country.

There was no change in the nature of the business of the Company during the year under review.

Note: With effect from 18-06-2025, the company was converted to public limited company.

**6. ANNUAL RETURN:**

The Annual Return of the Company as on March 31, 2025, in the Form MGT-7 in accordance with Section 92(3) and 134(3)(9) of the Act as amended from time to time and the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at https://redearth.in/

**7. MATERIAL CHANGES AND COMMITMENT, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

There are no material changes or commitments affecting the financial position of the Company between the end of the financial year to which this financial statement relates and the date of this report.

## 8. DETAILS OF SUBSIDIARY, JOINT VENTURE, OR ASSOCIATE COMPANIES:

During the year under review, the Company does not have any Subsidiary Company/Joint Venture/Associate Company.

## 9. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Following is the composition of board and KMP at the end of FY 31-03-2025:

| Sl No. | Name | Designation |
|---|---|---|
| 1 | ADITYA RAMAN | Director |
| 2 | RACHEL RAVI | Managing Director |
| 3 | RISHI AGARWAL | Director |
| 4 | CHIRAG AGARWAL | Director |
| 5 | ROOPA MOHANDAS | Director |
| 6 | PARAMESWARAN RAMANKUTHANUR | Director |
| 7 | CHITIMI SRINIVASAREDDY | Director |

There was no change in the constitution of the Board during the year under review.

Following changes occurred after 31-03-2025:

| Sl No. | Name | Change |
|---|---|---|
| 1 | CHIRAG AGARWAL | Resigned from the position of director wef 22-05-2025 |
| 2 | ROOPA MOHANDAS | Resigned from the position of director wef 22-05-2025 |

| Sl No. | Name | Change |
|---|---|---|
| 3 | PARAMESWARAN RAMANKUTHANUR | Resigned from the position of director wef 22-05-2025 |
| 4 | CHITIMI SRINIVASAREDDY | Resigned from the position of director wef 28-05-2025 |
| 4 | SMRITI CHANDRASEKAR | Appointed as additional Director in the capacity of Independent Director wef 21-07-2025 |
| 5 | ARUN KUMAR | Appointed as CFO wef 21-07-2025 |

**10. DECLARATION BY INDEPENDENT DIRECTORS:**

The provisions of Section 149(4) of the Act pertaining to the appointment of Independent Directors are not applicable to the Company. The company has voluntarily appointed the Independent Director. The board has satisfied itself regarding the Independence of Ms. Smriti Chandrasekar.

**11. COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS:**

The Company has duly followed the applicable Secretarial standards, relating to Meeting of the Board of Directors (SS-1) and General Meeting (SS-2), issued by the Institute of Company Secretaries of India (ICSI).

**12. BOARD MEETINGS:**

During the year under review, the Board met 6 times namely on 03-05-2024, 05-07-2024, 25-07-2024, 09-09-2024, 13-12-2024, &04-03-2025. The intervening gap between the two consecutive Board Meetings was within the prescribed period of 120 days as specified under the provisions of Section 173 of the Act and the Listing Regulations.

Following is the attendance of each of the Directors at the Board Meetings held during the period under review:

| Sl. No. | Date of Meeting | Total No of Directors as on date of meeting | Attendance | |
|---|---|---|---|---|
| | | | No. of Directors Attended | % of Attendance |
| 1 | 03-05-2024 | 7 | 7 | 100% |
| 2 | 05-07-2024 | 7 | 7 | 100% |
| 3 | 25-07-2024 | 7 | 7 | 100% |
| 4 | 09-09-2024 | 7 | 7 | 100% |
| 5 | 3-12-2024 | 7 | 7 | 100% |
| 6 | 04-03-2025 | 7 | 7 | 100% |

## 13. COMMITTEES OF THE BOARD

### AUDIT COMMITTEE

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company. Hence, disclosure pursuant to Section 177 (8) of the Companies Act, 2013 is not required.

### NOMINATION AND REMUNERATION COMMITTEE

The provisions of Section 178(1) relating to the constitution of the Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy as required under section 178 of the Companies Act, 2013.

## 14. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 134 of the Act (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Directors of the Company state that:

a. in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with the proper explanation relating to material departures;

b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2025, and of its profit and loss for the financial year ended on that date;

c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the Director had prepared the annual accounts for the financial year 2024-25 on a 'going concern' basis; and

e. the Directors had devised proper systems to ensure compliance with the provisions of all the applicable laws and that such systems are adequate and operating effectively.

## 15. CAPITAL STRUCTURE:

During the year under review there is no change in the capital structure of the company.

## 16. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

a. During the year under review the Company has not given any loan to any person or other body corporate, not given any guarantee or provided any security in connection with a loan to any other body corporate or person and not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

b. The Company is not a banking company/ insurance company/a housing finance company and given the loan / guarantee or any security provided or any investment made in the ordinary course of its business or the Company is established with the object of and engaged in the business of financing industrial enterprises, or of providing infrastructural facilities. The Company has not made investment as an Investment Company or investment in shares allotted in pursuance of rights issues made by a body corporate or made investment or lending activities, as a Non-Banking Financial Company registered under Chapter III-B of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities. Accordingly, the Company does not fall under the category provided under section 186 (11) of the Companies Act, 2013.

c. There are no reportable transactions on which section 186 applies.

d. The transaction of providing of loan, guarantee or making investment is not reportable under Section 186 as the Company falls under the category provided under section 186 (11) of the Companies Act, 2013.

## 17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013:

Transaction with related parties were conducted in a transparent manner in the best interest of the Company and Stakeholders. All the transactions entered into with the related parties during the year under review were in the ordinary course of business and on an arm's length basis.

The details of Related Party Transactions are available under Note No. 28 of the Standalone Financial Statements for the year under review.

Pursuant to the provisions of Section 134(3)(h) of the Act, the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act and prescribed in Form AOC-2 of Companies (Accounts) Rules, 2014, is annexed to this Report as "**Annexure-A**".

## 18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS, AND OUTGO:

The details of Conservation of Energy and Technology Absorption is not applicable.

Foreign exchange and outgo: NIL.

## 19. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business objectives which may threaten the existence of the Company. Major risks identified by the various functions are documented along with appropriate mitigating controls on a periodic basis.

## 20. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company and hence, your Company is not required to adopt the CSR Policy or constitute CSR Committee during the year under review.

**21. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:**

During the year, Regional Director (S.E.R) passed the order approving The Scheme of Amalgamation between Shatabdhi Graphics Private Limited and your company on 26-08-2024 having the effective date of merger was 01-04-2023. However, the same does not have any effect on the going concern status of the company.

**22. VIGIL MECHANISM /WHISTLE BLOWER POLICY:**

The provisions of Section 177 of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 are not applicable to the Company.

**23. DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

**24. UNSECURED LOAN FROM DIRECTORS:**

During the year under review, the Company has not accepted any loan from the Directors or their relatives.

**25. COMPANY'S POLICY RELATING TO APPOINTMENT, PAYMENT OF REMUNERATION TO DIRECTORS, AND DISCHARGE OF THEIR DUTIES:**

The provisions of Section 178(1) relating to the constitution of the Nomination and Remuneration Committee is not applicable to the Company and hence the Company has not devised any policy as required under section 178 of the Companies Act, 2013.

**26. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT:**

The statement giving details of names of the top ten employees in terms of remuneration drawn and the name of every employee who was in receipt of remuneration exceeding the limits specified under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

Disclosure pertaining to details of receipt of any commission from holding / subsidiary company by Managing Director or Whole-time Director of the Company, is not applicable.

**27. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS:**

The Company do not require to have Independent Director.

**28. BOARD EVALUATION:**

Since the Company is a Private Company and not having any Independent Director therefore the provisions of section 134(3) (p) are not applicable to the Company.

**29. REGISTRAR AND SHARE TRANSFER AGENT:**

During the year under review, Integrated Registry Management Services Private Limited was the Registrar and Transfer Agent of the Company and the registrar services have been shifted to Cameo Corporate Services Limited.

**30. DETAILS OF EMPLOYEE STOCK OPTIONS:**

The Company does not have any Employee Stock Option Scheme/ Plan.

**31. STATUTORY AUDITORS:**

Gnanoba& Bhat, Chartered Accountants were appointed as statutory auditors in the AGM held on 30-09-2024 to act as statutory auditors for the FY from 2024-25 to 2028-29.

**32. SECRETARIAL AUDITORS**

The Company do not require to appoint Secretarial Auditor Pursuant to the provisions of Section 204 of the Companies Act, 2013.

**33. EXPLANATIONS / COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR AND COMPANY SECRETARY IN THE AUDIT REPORTS**

**Auditor's Remarks:**

There is no qualifications, reservations, adverse remark or disclaimer in Auditors Report.

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**34. INTERNAL AUDIT**

Internal Audit is not applicable to the Company.

**35. INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS:**

The Company has an adequate system of Internal Financial Control commensurate with its size and scale of operations, procedures and policies, ensuring efficient and orderly conduct of its business, including adherence to the Company's policy, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board is of the opinion that the Company has adequate Internal Financial Control System that is operating effectively during the year under review.

There were no instances of fraud which necessitates reporting of material mis-statement to the Company's operations.

**36. REPORTING OF FRAUDS:**

During the year under review, there have been no frauds reported by the Statutory Auditors of the Company under sub-section (12) of Section 143 of the Act.

**37. ADDITIONAL DISCLOSURE**

As per Rule 5 of Companies (Accounting) Rules 2014:

- Clause (ix): A disclosure, as to whether maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained – NOT APPLICABLE
- Clause (x): The Board hereby states that "the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013"

(a) number of complaints of sexual harassment received in the year: NIL

(b) number of complaints disposed off during the year: NA

(c) number of cases pending for more than ninety days: NA

- Clause (xi): The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year – NOT APPLICABLE
- Clause (xii): The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof. – NOT APPLICABLE
- Clause (xiii): The Board hereby states that "the company has complied with the provisions relating to the Maternity Benefit Act 1961."

**38.ACKNOWLEDGEMENT**

The Board of Directors places on record its gratitude to the government and regulatory authorities, correspondent banks, for their support. The Board acknowledges the support of the shareholders and also places on record its sincere thanks to its valued client for its continued patronage. The Board also appreciates to all employees of the Company for their sincere work and commitment.

**FOR AND ON BEHALF OF THE BOARD**

**FOR RED EARTH GOOD LIVING AND HOSPITALITY LIMITED**



**RACHEL RAVI**

**Managing Director**

**DIN: 02576160**

**Date: 06TH September 2025**

**Place: Bangalore**

redearth
Good Living and Hospitality

**"Annexure-A"**

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto.

**Details of contracts or arrangements or transactions not at arm's length basis:** NONE

**Details of material contracts or arrangements or transactions at arm's length basis:** NONE

**FOR AND ON BEHALF OF THE BOARD**

**FOR RED EARTH GOOD LIVING AND HOSPITALITY LIMITED**



**RACHEL RAVI**

**Managing Director**

**DIN: 02576160**

**Date: 06TH September 2025**

**Place: Bangalore**

**K. R. GNANOBA** B.Com., F.C.A.
**R. UMESH** B.Com., F.C.A.
**PHALGUNA. B. N.** B.Com., F.C.A., D.I.S.A [ICAI]
**BASAVANA GOUD. K. R.** F.C.A.



# INDEPENDENT AUDITOR'S REPORT

## To the Members of M/s Red Earth Good Living And Hospitality Limited (formerly known as Red Earth Good Living And Hospitality Private Limited)

### Report on the Audit of Financial Statements

### Opinion

We have audited the accompanying financial statements of **M/s Red Earth Good Living And Hospitality Limited (formerly known as Red Earth Good Living And Hospitality Private Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by 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 31st March, 2025 its profit 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 Companies Act, 2013 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 audit opinion on the financial statements.

### Emphasis of Matter

1. *Attention is drawn on Note- 33 where during July 2024, due to severe flooding in Todoba region, Maharastra, the Company's physical books of account, vouchers, and supporting documents for the period upto September 2024 were destroyed. The Company has taken steps to reconstruct the records using electronic backups and external confirmations where possible. Management does not expect a material impact on the financial position or results. The Company has informed the regulatory authorities and filed an insurance claim. This event does not impact the financial statements as of March 31, 2025.*

Our opinion is not modified in respect of these matters.

### Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, but does not include the financial statements and our auditor's report thereon.

The Board's Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance / conclusion thereon.

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

When we read Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of the Management for Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is included in "**Annexure - A**" of this auditor's report.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure - B** a statement on the matters specified in paragraphs 3 and 4 of the order.

2. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by Law have been kept by the Company so far as it appears from our examination of those books *except for the matters stated in the paragraph under Emphasis of Matter Paragraphs.*

   c. The Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021.

   e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

   f. The Company was a private limited company and had not cross the threshold of Rs. 50 Crores of turnover and Rs.25 Crores of borrowings from banks, financial institutions, or any body corporate during the financial year. The company has got converted to the Public Company as on the date of signing the financial statements and the audit report. Consequently, the adequacy of the Internal Financial Controls over Financial Reporting and the operating effective controls have not been reported.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its Directors during the year is in accordance with the provisions of section 197 of the Act

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – *Refer Note no. 26* to the financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts which require any provision to be made for material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

GNANOBA & BHAT * BANGALORE * CHARTERED ACCOUNTANTS

iv. The Management has represented that, to the best of its knowledge and belief, 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 persons or entities, 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.

The Management has represented, that, to the best of its knowledge and belief, 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.

Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the representation given by the Management contain any material misstatement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account for the financial year ended 31st March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For GNANOBA & BHAT,**
**Chartered Accountants,**
**Firm Regn No. 000939S**




**K R GNANOBA**
**Partner**
**M.No. 023137**
**UDIN : 25023137BMOLPF4024**

**Place: Bangalore**
**Date : 5th September, 2025**

## ANNEXURE-A TO THE AUDITOR'S REPORT

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

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal 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.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable related safeguards.

**For GNANOBA & BHAT,**
**Chartered Accountants,**
**Firm Regn No. 000939S**

GNANOBA & BHAT * BANGALORE * CHARTERED ACCOUNTANTS

**K R GNANOBA**
**Partner**
**M.No. 023137**
**UDIN : 25023137BMOLPF4024**

**Place: Bangalore**
**Date : 5th September, 2025**

## ANNEXURE-B TO AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE

(i) In respect of Property, Plant and Equipment:

a) i. The Company has maintained proper records showing full particulars including quantitative details and situation of the Property, Plant and Equipment;

ii. The Company has maintained proper records showing full particulars of the intangible assets;

b) Property, Plant and Equipment have been physically verified during the year by the Management in line with an internal programme of verification. According to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion, the periodicity of verification is reasonable having regard to size of the Company and the nature of its assets;

c) The title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company.

d) The company has not revalued its Property, Plant and Equipment and intangible assets and hence clause (i)(d) of the order is not applicable;

e) According to the information and explanations given to us and based on our examination of the relevant records, no proceedings have been initiated or are pending against the company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, and hence clause (i)(e) of the order is not applicable.

(ii) (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(b) During the year Company has not availed of working capital limits from a bank on the basis of security of current assets. Accordingly, clause (b) of the order is not applicable.

(iii) According to the information and explanations given to us and based on our examination of the relevant records, the Company has not granted loans or advances in the nature of loans or provided any guarantee or security to any entity. Accordingly, reporting under clause (iii) is not applicable.

(iv) In our opinion and according to the information and explanations given to us and based on our examination of the relevant books and records produced before us, the Company has not entered into any transactions which come under the purview of Section 185 and 186 of the Companies Act, 2013 and hence clause (iv) of the Order is not applicable.

(v) In our opinion and according to the information and explanations given to us and based on our examination of the relevant books and records produced before us, the Company has not accepted deposits which is in contravention in terms of Chapter-V the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. However, no order has been passed by Company Law Board or National Company Law Tribunal or any other Tribunal.



(vi) To the best of our knowledge and as explained to us, the Central Government has not specified the maintenance of cost records under sub-section 1 of section 148 of the Companies Act, 2013.

(vii) According to the information and explanations given to us and on the basis of examination of the books and records as produced before us, in respect of statutory dues and other dues:

a. The Company has been generally regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Cess and other statutory dues with the appropriate authorities during the year, wherever applicable. There were no material undisputed amounts in respect of the above statutory dues, which were in arrears as at 31st March 2025, for a period more than six months from the date they became due except the following.

| Statute | Nature of dues | Amt. (Rs. '000S) | Period to which dues relate |
|---|---|---|---|
| Goods and Service Tax Act, 2017 | CGST, SGST | 312 | FY 2023-24 |
| Income Tax Act, 1961 | Tax Deducted at Source | 0.00 | FY 2023-24 |

b. As explained to us, there are following disputed statutory payments due as on the balance sheet date.

| Statute | Nature of dues | Amt. (Rs. In '000S) | Period to which dues relate | Forum where the dispute is pending |
|---|---|---|---|---|
| Income Tax Act, 1961 | Demand u/s 156 | 8571 | A-Y 2017-18 | CIT-Appeals |

(viii) According to the information and explanation given to us and based on our verification of the records and relevant documents, the Company has not surrendered or disclosed additional income during the year in the tax assessments under Income Tax Act, 1961. Hence reporting under this clause is not applicable.

(ix) (a) The company has not default in repayment of loans or other borrowings or in the payment of interest thereon.

(b) According to the information and explanation given to us the company is not declared willful defaulter by any bank or financial institution or any other lender.

(c) According to the information and explanation given to us and based on the documents verified by us, the term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanation given to us and based on the documents verified by us, the Company has not raised any funds on short term basis. Consequently, reporting under this clause (d) is not applicable.



(e) A Company does not have any subsidiary, associate or joint venture and accordingly reporting under this clause is not applicable.

(x) In respect of moneys raised by way of initial public offer, further public offer, preferential allotment and private placement of shares / convertible debentures:

a. The Company has not raised moneys by way of initial public offer or further public offer during the year.

b. The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

(xi) In respect of fraud:

a. To the best of our knowledge and belief, according to the information and explanations given to us by the Management and the records produced before us, no frauds were noticed or reported during the year.

b. As reported above, no frauds were noticed or reported during the year and hence report under sub-section (12) of section 143 is not applicable.

c. As represented to us by the management, the Company is not required to implement a whistle-blower policy under the provisions of sub-section 9 of section 177 of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

(xii) The Company is not a Nidhi Company and hence this clause is not applicable.

(xiii) In our opinion and according to the information and explanation given to us and based on our verification of the records and relevant documents, all transactions with related parties entered into by the Company are in compliance with section 188 of the Companies Act where applicable, and details of the same have been disclosed in the financial statements as required by the applicable accounting standards. The provisions of Section 177 are not applicable to the Company.

(xiv) In our opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the companies act 2013. Accordingly reporting under this is not applicable.

(xv) According to the information and explanation given to us by the Management and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence this clause is not applicable.

(xvi) In our opinion and according to the information and explanation given to us,

a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

b. The Company has not conducted any Non-Banking Financial or Housing Finance activities.

c. The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.



d. The company does not have any group entities and reporting under this sub-clause is not applicable.

(xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and hence reporting under this clause is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us and based on our examination of the records of the Company, the provisions of sec 135 of the Companies Act, 2013 are not applicable to the company during the year. Hence reporting under this clause is not applicable.

(xxi) Since the company is not required to present consolidated financial statements, reporting under this clause is not applicable.

**For GNANOBA & BHAT,**
**Chartered Accountants,**
**Firm Regn No. 000939S**

GNANOBA & BHAT ★ BANGALORE ★ CHARTERED ACCOUNTANTS

**K R GNANOBA**
**Partner**
**M.No. 023137**
**UDIN : 25023137BMOLPF4024**

**Place: Bangalore**
**Date : 5th September, 2025**

**RED EARTH GOOD LIVING AND HOSPITALITY LIMITED**

***(formerly known as Red Earth Good Living And Hospitality Private Limited)***

**BALANCE SHEET AS AT 31st MARCH 2025**

**Amounts in Rs.'000**

| PARTICULARS | Note | As at 31st March, 2025 | | As at 31st March, 2024 | |
|---|---|---|---|---|---|
| I. EQUITY AND LIABILITIES | | | | | |
| **(1) Shareholders Fund** | | | | | |
| (a) Share Capital | 2 | 93,309 | | 93,309 | |
| (b) Reserves and Surplus | 3 | 1,00,031 | | 82,533 | |
| | | | 1,93,340 | | 1,75,842 |
| **(2) Non Current Liabilities** | | | | | |
| (a) Long Term Borrowings | 4 | 13,395 | | 18,667 | |
| (b) Deferred Tax Liability | 5 | 9,799 | | 11,094 | |
| (c) Long term provisions | 6 | 3,382 | | 2,315 | |
| | | | 26,576 | | 32,075 |
| **(3) Current Liabilities** | | | | | |
| (a) Short-term borrowings | 7 | 15,788 | | 37,822 | |
| (b) Trade Payables | 8 | | | | |
| - total outstanding dues of micro enterprises and small enterprises; and | | 493 | | 487 | |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | | 10,249 | | 9,792 | |
| (c) Other Current Liabilities | 9 | 19,924 | | 13,304 | |
| (d) Short term provisions | 10 | 7,078 | | 7,574 | |
| | | | 53,532 | | 68,980 |
| TOTAL | | | **2,73,449** | | **2,76,897** |
| II. ASSETS | | | | | |
| **(1) Non Current Assets** | | | | | |
| (a) Property, Plant & Equipment & Intangible Assets | 11 | | | | |
| (i) Property, Plant & Equipment | | 2,41,937 | | 2,46,706 | |
| (ii) Intangible Assets | | 11,353 | | 2,397 | |
| (iii) Capital Work In progress | | 640 | | 2,946 | |
| (iv) Intangible assets under development | | - | | 2,294 | |
| (b) Long Term Loans and Advances | 12 | 5,566 | | 10,496 | |
| (c) Other non current assets | 13 | 5,610 | | 5,565 | |
| | | | 2,65,105 | | 2,70,405 |
| **(2) Current Assets** | | | | | |
| (a) Inventories | 14 | 1,868 | | 2,258 | |
| (b) Trade Receivables | 15 | 830 | | 836 | |
| (c) Cash and Cash Equivalents | 16 | 3,139 | | 1,826 | |
| (d) Short Term Loans and Advances | 17 | 595 | | 681 | |
| (e) Other Current Assets | 18 | 1,912 | | 890 | |
| | | | 8,343 | | 6,492 |
| TOTAL | | | **2,73,449** | | **2,76,897** |

**See Accompanying Notes (1 to 35) to the financials statements**

In terms of our report attached to the Balance Sheet
**for Gnanoba & Bhat**
Chartered Accountants
Firm Registration no. 000949S

**K R Gnanoba**
Partner
M.No. 023137

GNANOBA & BHAT * CHARTERED ACCOUNTANTS * BANGALORE

Place : Bangalore
Date : 5th September, 2025

**For and on behalf of the Board**

**Aditya Raman**
Director
DIN : 09121987

**Rachel Ravi**
Managing Director
DIN : 02576160

**Arun Kumar Viswanathan**
CFO
PAN: BBHPA6736Q

**RED EARTH GOOD LIVING AND HOSPITALITY LIMITED**
**(formerly known as Red Earth Good Living And Hospitality Private Limited)**
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2025**

Amounts in Rs.'000

| PARTICULARS | Note | For the Year ended | |
|---|---|---|---|
| | | 31st March, 2025 | 31st March, 2024 |
| 1. Revenue from operations | 19 | 1,35,131 | 1,41,837 |
| 2. Other Income | 20 | 208 | 179 |
| **3. Total Income (1 + 2)** | | **1,35,339** | **1,42,016** |
| **4. Expenses:** | | | |
| Cost of Food and Beverages, Other materials Consumed | 21 | 17,197 | 17,340 |
| Employee Benefit Expenses | 22 | 36,351 | 34,074 |
| Finance Costs | 23 | 5,250 | 8,150 |
| Depreciation and Amortization Expense | 11 | 14,544 | 14,575 |
| Other Expenses | 24 | 39,490 | 38,278 |
| **Total expenses** | | **1,12,832** | **1,12,417** |
| 5. Profit before Exceptional, Extraordinary items and Tax (3 - 4) | | 22,507 | 29,599 |
| 6. Exceptional Items | | | |
| Prior Period Item | | - | - |
| 7. Profit before Extraordinaryand Tax (5 - 6) | | 22,507 | 29,599 |
| 8. Extraordinary Items | | 2,905 | - |
| 9.Profit before Tax (7 - 8) | | 25,412 | 29,599 |
| **10.Tax expense:** | | | |
| (a) Current tax | | 9,092 | 7,185 |
| Less: MAT Credit | | - | - |
| (b) Prior year tax | | 117 | 5 |
| (b) Deferred tax Liability / (Asset) | | (1,295) | 1,158 |
| **11.Profit (Loss) for the period (9 - 10)** | | **17,499** | **21,250** |
| **12.Earnings per equity share:** | | | |
| Basic & Diluted Earning per equity share | | 1.88 | 2.28 |
| **13. Weighted Average Number of shares used in computing Basic & Diluted earning per share** | | 93,30,897 | 93,30,897 |

**See Accompanying Notes (1 to 35) to the financials statements**

In terms of our report attached to the Balance Sheet
**for Gnanoba & Bhat**
Chartered Accountants
Firm Registration no. 000938S

GNANOBA & BHAT * BANGALORE * CHARTERED ACCOUNTANTS

K R Gnanoba
Partner
M.No. 023137

**For and on behalf of the Board**

**Aditya Raman**
Director
DIN : 09121987

**Rachel Ravi**
Managing Director
DIN : 02576160

**Arun Kumar Viswanathan**
CFO
PAN: BBHPA6736Q

Place :Bangalore
Date : 5th September, 2025

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(formerly known as Red Earth Good Living And Hospitality Private Limited)
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

Amounts in Rs.'000

| Particulars | For the year ended 31 March, 2025 | | For the year ended 31 March, 2024 | |
|---|---|---|---|---|
| **A. Cash flow from operating activities** | | | | |
| Net Profit / (Loss) before extraordinary items and tax | | 22,507 | | 29,599 |
| Adjustments for: | | | | |
| Depreciation and amortization | 14,544 | | 14,575 | |
| (Profit)/Loss on Sale / Write off of Assets | 6,889 | | - | |
| Finance costs | 5,250 | | 8,150 | |
| | - | | - | |
| | | 26,684 | | 22,725 |
| Operating profit / (loss) before working capital changes | | 49,190 | | 52,324 |
| Changes in working capital: | | | | |
| Adjustments for (increase) / decrease in operating assets: | | | | |
| Inventories | 190 | | 692 | |
| Trade receivables | 6 | | (589) | |
| Short-term loans and advances | 87 | | 170 | |
| Long-term loans and advances | 4,930 | | 805 | |
| Other current assets | (1,022) | | (41) | |
| Other Non-current assets | (45) | | (20) | |
| Adjustments for increase / (decrease) in operating liabilities: | | | | |
| Trade payables | 462 | | 2,708 | |
| Other current liabilities | 6,620 | | (1,288) | |
| Short-term provisions | (4,380) | | 333 | |
| Long Term Provisions | 1,068 | | (3,240) | |
| | | 8,117 | | (471) |
| **Cash generated from operations** | | 57,307 | | 51,853 |
| Net income tax (paid) / refunds | | (5,325) | | (5,504) |
| **Cashflow before extra ordinary items** | | 51,982 | | 46,350 |
| Insurance claim received | | 2,905 | | - |
| Prior Period Items | | - | | - |
| **Net cash flow from / (used in) operating activities (A)** | | **54,888** | | **46,350** |
| **B. Cash flow from investing activities** | | | | |
| Capital expenditure on fixed assets, including capital advances | (21,019) | | (6,004) | |
| Sale of Fixed Assets | - | | - | |
| Interest income | - | | - | |
| | | (21,019) | | (6,004) |
| **Net cash flow from / (used in) investing activities (B)** | | **(21,019)** | | **(6,004)** |
| **C. Cash flow from financing activities** | | | | |
| Repayment/ (proceeds) of long-term borrowings | (5,272) | | (34,461) | |
| Repayment/ (proceeds) of short-term borrowings | (22,034) | | 2,087 | |
| Finance cost | (5,250) | | (8,150) | |
| Dividend paid | - | | (6,532) | |
| | | (32,556) | | (47,056) |
| **Net cash flow from / (used in) financing activities (C)** | | **(32,556)** | | **(47,056)** |
| **Net increase / (decrease) in Cash and cash equivalents (A+B+C)** | | **1,313** | | **(6,710)** |
| Cash and cash equivalents at the beginning of the year | | 1,826 | | 8,536 |
| **Cash and cash equivalents at the end of the year** | | **3,139** | | **1,826** |
| **Cash and cash equivalents at the end of the year *** | | | | |
| * Comprises: | | | | |
| (a) Cash on hand | | 222 | | 315 |
| (b) Balances with banks - in current accounts and deposits with maturity period of 3 months | | 2,917 | | 1,511 |
| | | **3,139** | | **1,826** |

**See Accompanying Notes (1 to 35) to the financials statements**

In terms of our report attached to the Balance Sheet

**for Gnanoba & Bhat**
Chartered Accountants
Firm Registration no. 000934S

**K R Gnanoba**
Partner
M.No. 023137

GNANOBA & BHAT * BANGALORE * CHARTERED ACCOUNTANTS

**For and on behalf of the Board**

**Aditya Raman**
Director
DIN : 09121987

**Rachel Ravi**
Managing Director
DIN : 02576160

**Arun Kumar Viswanathan**
CFO
PAN: BBHPA6736Q

Place: Bangalore
Date : 5th September, 2025

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(formerly known as Red Earth Good Living And Hospitality Private Limited)
Notes forming part of Financial Statements

**2. Share Capital** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Authorised Share Capital** | | |
| 1,00,00,000 (Previous Period 1,00,00,000) Equity Shares of Rs.10/- each | 1,00,000 | 1,00,000 |
| **Issued, Subscribed and Paid Up Share Capital** | | |
| 93,30,897 (Previous Period 93,30,897) Equity Shares of Rs.10/- each fully paid<br>(Of the above 740,000 shares of Rs.10/- each were issued for consideration other than cash) | 93,309 | 93,309 |
| TOTAL | 93,309 | 93,309 |

**2.(a). The reconciliation of number of shares outstanding is set out below:** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | | As at 31st March 2024 | |
|---|---|---|---|---|
| | No. of shares | Amounts in Rs.'000 | No. of shares | Amounts in Rs.'000 |
| Number of shares at the beginning | 93,30,897 | 93,309 | 93,30,897 | 93,309 |
| Add/(Less) : Number of shares issued/ (bought back) during the period | - | - | - | - |
| Number of shares at the end | 93,30,897 | 93,309 | 93,30,897 | 93,309 |

**2.(b). The details of shareholding more than 5% is set out below:** — Amounts in Rs.'000

| Name of the Shareholder | As at 31st March 2025 | | As at 31st March 2024 | |
|---|---|---|---|---|
| | No. of shares | % Held | No. of shares | % Held |
| Rachel Ravi | 9,86,249 | 10.57 | 9,46,249 | 10.14 |
| Jayashree Saluja | 5,75,800 | 6.17 | 5,75,800 | 6.17 |
| Kesavprasad | 10,29,032 | 11.03 | 10,29,032 | 11.03 |
| K R Parameswaran | 14,46,674 | 15.50 | 13,83,681 | 14.83 |
| Roopa Mohan Das | 5,48,776 | 5.88 | 5,48,776 | 5.88 |
| Srinivas Reddy | 17,44,110 | 18.69 | 17,44,110 | 18.69 |
| Prashish | 5,95,055 | 6.38 | 5,95,055 | 6.38 |
| Vishnu Nachal Rajkumar | 5,93,184 | 6.34 | 5,14,184 | 5.51 |
| Total | 75,16,880 | 80.56 | 73,36,889 | 78.63 |

**2.(c). Detail of the rights, preferences and restrictions attaching to each Class of Shares outstanding Equity Shares of Rs. 10/- each:**

The Company has only one class of equity shares, having a par value of Rs.10/-. The 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 approval by the shareholders at the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution to all other parties concerned. The distribution will be in proportion to number of equity shares held by the shareholders.

**3. Reserves and Surplus** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **a) Capital Reserves:** | | |
| As per last Balance Sheet | 3,500 | 3,500 |
| Additions during the year -Capital Subsidy from Government of Karnataka | - | - |
| | 3,500 | 3,500 |
| **b) Securities Premium Account:** | | |
| As per last Balance Sheet | 30,748 | 30,748 |
| Additions on shares issued during the year | - | - |
| | 30,748 | 30,748 |
| **c) Surplus / (Deficit) in Statement of Profit and Loss** | | |
| **Balance at the beginning of the year** | 48,285 | 33,566 |
| Less : Interim Dividend paid | - | (6,570) |
| Add : Transfer of surplus / (deficit) from Statement of Profit and Loss | 17,499 | 21,290 |
| | 65,783 | 48,285 |
| | | |
| **Balance at the end of the year** | 1,00,031 | 82,533 |

GNANOBA & BHAT * CHARTERED ACCOUNTANTS * BANGALORE

**4. Long Term Borrowings** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Secured loan from Banks | 15,395 | 18,667 |
| TOTAL | 15,395 | 18,667 |

Security :
Secured against Land with Resort Building (Kabini) - Red Earth Good Living And Hospitality Pvt Ltd and Land & Building to be constructed (Tadoba) Red Earth Good Living And Hospitality Pvt Ltd
Hypothecation of all movable assets and Plant & Machinery (except vehicles) of present and future.
Hypothecation of stock and book debts of the company
**Guarantee:**
Personal guarantee issued by all the directors.
**Repayment terms**
**9(a). Details of Repayment of Loans**

| Lender and Nature of Facility | Terms of repayment |
|---|---|
| Bank of Baroda - Car Loan | Repayable in 84 EMIs Rs.47812 per EMI from March 2023 |
| Bank of Baroda - BGECL 1 | Repayable in 25 Monthly Principal installments starting from July 2022 of Rs.3,55,200/- |
| Bank of Baroda - BGECL 2 | Repayable in 48 Monthly Principal installments starting from 24months after first disbursal, having 47 monthly principal installments of Rs.1,54,600 & last principal installment of Rs.1,77,600/- |
| Bank of Baroda - BGECL 3 | Repayable in 48 Monthly Principal installments starting from 24months after first disbursal, having 47 monthly principal installments of Rs.1.87 Lakhs & last principal installment of Rs.1.51 Lakhs. |
| Bank of Baroda - Term Loan 1 | Repayable in 37 EMIs Rs.21,75,435 per EMI from July 2022 |
| Bank of Baroda - Term Loan 2 | Repayable in 37 EMIs Rs.2,29,565 per EMI from July 2022 |
| Bank of Baroda - Term Loan 3 | Repayable in 81 Monthly Principal Installments Rs.61,729 Starting from November 2024 |

**5. Deferred Tax Liability - (Net)** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **(i) Deferred Tax Liability** | | |
| - Provision for Depreciation | 11,280.12 | 12,332 |
| Total | 11,280.12 | 12,332 |
| **(ii) Deferred Tax Asset** | | |
| - Unabsorbed Losses | - | - |
| - Disallowance u/s 40(a)(ia) | 301.42 | 389 |
| - Disallowance u/s 43B | 502.97 | 466 |
| - Provision for Gratuity | 676.63 | 483 |
| Total | 1,481.03 | 1,338 |
| **(iii) Deferred Tax Asset / (Liability) - Net** | 9,799 | 11,094 |

**6. Long Term Provisions** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Provision for Income tax (Net ) | 57 | 176 |
| Provision for Employee Benefits - Gratuity | 3,326 | 2,139 |
| TOTAL | 3,383 | 2,315 |

**7. Short-term borrowings** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Current Maturities of Long Term debt | 15,788 | 37,832 |
| TOTAL | 15,788 | 37,832 |

GHANSOLA & BHAT CHARTERED ACCOUNTANTS BANGALORE

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(formerly known as Red Earth Good Living And Hospitality Private Limited)
Notes forming part of Financial Statements

**8. Trade Payables** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| (a) Total outstanding dues of micro enterprises and small enterprises | 493 | 487 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 10,249 | 9,793 |
| TOTAL | 10,742 | 10,280 |

**Trade Payables ageing schedule for the Year ended 31, March 2025** — Amounts in Rs.'000

| Particulars | Not due | | Outstanding for the following periods from the due date | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | < 1 year | 1-2 years | 2-3 years | > 3 years | |
| Undisputed | | | | | | | |
| - MSME | - | | 493 | - | - | - | 493 |
| - Others | 2,530 | | 5,229 | 2,659 | - | 41 | 10,249 |
| Disputed | | | | | | | |
| - MSME | - | | - | - | - | - | - |
| - Others | - | | - | - | - | - | - |
| Total | 2,530 | | 5,722 | 2,659 | - | 41 | 10,742 |

**Trade Payables ageing schedule for the Year ended 31, March 2024** — Amounts in Rs.'000

| Particulars | Not due | | Outstanding for the following periods from the due date | | | | Total |
|---|---|---|---|---|---|---|---|
| | | | < 1 year | 1-2 years | 2-3 years | > 3 years | |
| Undisputed | | | | | | | |
| - MSME | - | | 487 | - | - | - | 487 |
| - Others | 675 | | 6,800 | 2,317 | - | - | 9,792 |
| Disputed | | | | | | | |
| - MSME | - | | - | - | - | - | - |
| - Others | - | | - | - | - | - | - |
| Total | | | 675 | 7,288 | 2,317 | - | 10,280 |

Note:

**(i) Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| (i) Principal amount remaining unpaid as at the end of the accounting year | 493 | 487 |
| (ii) Interest due on the above remaining unpaid as at the end of the accounting year | 316 | 63 |
| (iii) The amount of interest paid along with the amounts of the payment made beyond the appointed day | - | - |
| (iv) The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act, 2006. | - | - |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | 316 | 63 |
| (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | - | - |

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

*Note: Previous year figures are not disclosed since no provision had been made during that year and there were no claims from vendors.*

**9. Other Current Liabilities** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Advance from customers | 8,698 | 3,916 |
| Payable towards Capital Goods | 526 | 182 |
| Statutory Dues | 2,952 | 3,066 |
| Payable to Related Parties | 6,634 | 5,557 |
| Interest Payable to MSME | 579 | 63 |
| Other Payables | 779 | 521 |
| TOTAL | 19,928 | 13,304 |

**10. Short term provisions** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Provision for Employee benefits | 1,474 | 1,008 |
| Provision for Employee Benefits - Gratuity | 1,017 | 1,046 |
| Provision for Income tax (Net) | 4,987 | 5,331 |
| TOTAL | 7,478 | 7,384 |

GNANDRA & BHAT CHARTERED ACCOUNTANTS BANGALORE

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(Formerly known as Red Earth Good Living And Hospitality Private Limited)
Notes forming part of Financial Statements

**12. Long Term Loans and Advances** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Unsecured, Considered good | | |
| Taxes paid in advance less provisions | 5,566 | 10,496 |
| TOTAL | 5,566 | 10,496 |

**13. Other non current assets** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Security Deposit | | |
| Unsecured, Considered Good | 5,590 | 5,545 |
| Bank Deposits with more than 12 Months Maturity Period | 20 | 20 |
| TOTAL | 5,610 | 5,565 |

**14. Inventories** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Stock of Food , Beverages and Trading goods (Valued at lower of cost or net realisable value) | 1,860 | 2,256 |
| TOTAL | 1,860 | 2,256 |

**15. Trade Receivables** — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Unsecured: | | |
| considered good | 830 | 836 |
| | 830 | 836 |
| Less: Allowance for doubtful receivables | - | - |
| | - | - |
| TOTAL | 830 | 836 |

**Trade Receivables ageing schedule for the year ended 31, March 2025** — Amounts in Rs.'000

| Particulars | Not due | Outstanding for the following periods from the due date | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months-1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| - considered good | - | 746 | 4 | - | 81 | - | 830 |
| - considered doubtful | - | - | - | - | - | - | - |
| Disputed Trade Receivables | | - | | - | - | - | - |
| - considered good | - | - | - | - | - | - | - |
| - considered doubtful | - | - | | - | - | - | |
| Total | - | 746 | 4 | - | 81 | - | 830 |

**Trade Receivables ageing schedule for the year ended 31, March 2024** — Amounts in Rs.'000

| Particulars | Not due | Outstanding for the following periods from the due date | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months-1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables | | | | | | | |
| - considered good | - | 748 | - | 88.04 | - | - | 836 |
| - considered doubtful | - | - | - | - | - | - | - |
| Disputed Trade Receivables | | | | - | - | - | |
| - considered good | - | - | - | - | - | - | - |
| - considered doubtful | - | | | - | - | - | - |
| Total | - | 748 | - | 88.04 | - | - | 836 |

GNANOBA & DHAT * CHARTERED ACCOUNTANTS * BANGALORE

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(formerly known as Red Earth Good Living And Hospitality Private Limited)
Notes forming part of Financial Statements

16. Cash and Cash Equivalents — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Cash | | |
| Cash in Hand | 272 | 515 |
| Balance with Banks | | |
| In Current Accounts | 2,967 | 1,311 |
| In Deposit deposits | - | 300 |
| TOTAL | 3,139 | 1,826 |

17. Short Term Loans and Advances — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Unsecured, Considered good | | |
| - Trade and Other Advances | 321 | 327 |
| - Balance with Government Authorities | 274 | 354 |
| TOTAL | 595 | 681 |

18. Other Current Assets — Amounts in Rs.'000

| PARTICULARS | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Other Current Assets | | |
| - Prepaid Expenses | 1,909 | 877 |
| - Interest accured on fixed deposits | 3 | 13 |
| TOTAL | 1,912 | 890 |

GNANOBA & BHAT * CHARTERED ACCOUNTANTS * BANGALORE

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(formerly known as Red Earth Good Living And Hospitality Private Limited)
Notes forming part of Financial Statements

| 11. Property, Plant & Equipment & Intangible Assets | | | | | | | | | | | | Amounts in Rs.'000 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| PARTICULARS | GROSS BLOCK - COST | | | | DEPRECIATION / IMPAIRMENT | | | | | | NET BLOCK | |
| | As at 01.04.2024 | Additions | Deductions /Adjustments | As at 31.03.2025 | As at 01.04.2024 | For the Year * | Deductions / Adjustments | Adjusted to Retained Earnings | Impairment loss | As at 31.03.2025 | As at 31.03.2025 | As at 31.03.2024 |
| **Property, Plant & Equipment (A)** | | | | | | | | | | | | |
| Land - Freehold | 33,492 | - | - | 33,492 | - | - | - | - | - | - | 33,492 | 33,492 |
| Buildings | 2,39,082 | 10,811 | 7,297 | 2,42,595 | 54,057 | 8,135 | 1,581 | - | - | 60,611 | 1,81,984 | 1,85,025 |
| Plant and Machinery | 23,209 | 1,930 | 1,582 | 23,557 | 10,516 | 1,986 | 1,184 | - | - | 11,317 | 12,240 | 12,693 |
| Boat | 2,630 | - | - | 2,630 | 1,766 | 203 | - | - | - | 1,970 | 660 | 864 |
| Furniture and Fixtures | 16,562 | 2,252 | 3,991 | 14,823 | 11,893 | 1,901 | 3,755 | - | - | 10,039 | 4,784 | 4,669 |
| Vehicles | 8,702 | - | 22 | 8,679 | 3,937 | 771 | 11 | - | - | 4,697 | 3,982 | 4,765 |
| Office equipment | 1,580 | 68 | 276 | 1,372 | 833 | 299 | 186 | - | - | 945 | 427 | 748 |
| Electrical Equipment | 10,318 | 1,296 | 1,266 | 10,348 | 6,110 | 819 | 838 | - | - | 6,091 | 4,257 | 4,209 |
| Computers | 626 | 25 | 63 | 588 | 384 | 148 | 55 | - | - | 478 | 110 | 242 |
| Road | 1,712 | - | - | 1,712 | 1,712 | - | - | - | - | 1,712 | - | - |
| **Total (A)** | **3,37,913** | **16,382** | **14,499** | **3,39,796** | **91,207** | **14,262** | **7,609** | **-** | **-** | **97,859** | **2,41,937** | **2,46,706** |
| **Intangible Assets (B)** | | | | | | | | | | | | |
| Software | 95 | - | - | 95 | 65 | 16 | - | - | - | 82 | 13 | 29 |
| Trademark | 118 | - | - | 118 | 118 | - | - | - | - | 118 | - | - |
| Brand | 2,769 | 9,238 | - | 12,007 | 402 | 266 | - | - | - | 668 | 11,340 | 2,368 |
| Webdesign | 427 | - | - | 427 | 427 | - | - | - | - | 427 | - | - |
| **Total (B)** | **3,409** | **9,238** | **-** | **12,647** | **1,012** | **282** | **-** | **-** | **-** | **1,294** | **11,353** | **2,397** |
| **Total (A) +(B)** | **3,41,322** | **25,620** | **14,499** | **3,52,443** | **92,219** | **14,544** | **7,609** | **-** | **-** | **99,153** | **2,53,269** | **2,49,103** |
| **Capital Work-in-Progress** | **2,946** | - | **2,306** | **640** | - | - | - | - | - | - | **640** | **2,946** |
| **Intangible assets under development** | **2,294** | - | **2,294** | - | - | - | - | - | - | - | - | 2,294 |
| **Grand Total** | **3,46,562** | **25,620** | **19,100** | **3,53,083** | **92,219** | **14,544** | **7,609** | **-** | **-** | **99,153** | **2,53,929** | **2,54,344** |



RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(formerly known as Red Earth Good Living And Hospitality Private Limited)
Notes forming part of Financial Statements

**11. Property, Plant & Equipment & Intangible Assets**

Amounts in Rs.'000

| PARTICULARS | GROSS BLOCK - COST | | | | DEPRECIATION / IMPAIRMENT | | | | | | NET BLOCK | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | As at 01.04.2023 | Additions | Deductions /Adjustments | As at 31.03.2024 | As at 01.04.2023 | For the Year * | Deductions / Adjustments | Adjusted to Retained Earnings | Impairment loss | As at 31.03.2024 | As at 31.03.2024 | As at 31.03.2023 |
| **Property, Plant & Equipment (A)** | | | | | | | | | | | | |
| Land - Freehold | 33,492 | - | - | 33,492 | - | - | - | - | - | - | 33,492 | 33,492 |
| Buildings | 237,606 | 1,476 | - | 239,082 | 46,082 | 7,975 | - | - | - | 54,057 | 1,85,025 | 1,91,524 |
| Plant and Machinery | 22,567 | 642 | - | 23,209 | 8,902 | 1,613 | - | - | - | 10,516 | 12,693 | 13,664 |
| Boat | 2,630 | - | - | 2,630 | 1,567 | 199 | - | - | - | 1,766 | 864 | 1,063 |
| Furniture and Fixtures | 16,295 | 267 | - | 16,562 | 10,306 | 1,587 | - | - | - | 11,893 | 4,669 | 5,988 |
| Vehicles | 8,702 | - | - | 8,702 | 3,145 | 792 | - | - | - | 3,937 | 4,765 | 5,557 |
| Office equipment | 1,401 | 179 | - | 1,580 | 547 | 286 | - | - | - | 833 | 748 | 854 |
| Electrical Equipment | 9,523 | 795 | - | 10,318 | 4,539 | 1,571 | - | - | - | 6,110 | 4,209 | 4,984 |
| Computers | 547 | 79 | - | 626 | 248 | 137 | - | - | - | 384 | 242 | 300 |
| Road | 1,712 | - | - | 1,712 | 1,712 | - | - | - | - | 1,712 | - | - |
| **Total (A)** | **3,34,475** | **3,438** | **-** | **3,37,913** | **77,048** | **14,159** | **-** | **-** | **-** | **91,207** | **2,46,706** | **2,57,427** |
| **Intangible Assets (B)** | | | | | | | | | | | | |
| Software | 60 | 34 | - | 95 | 50 | 16 | - | - | - | 65 | 29 | 11 |
| Trademark | 118 | - | - | 118 | 118 | - | - | - | - | 118 | - | - |
| Brand | 2,769 | - | - | 2,769 | 1 | 401 | - | - | - | 402 | 2,368 | 2,769 |
| Webdesign | 427 | - | - | 427 | 427 | - | - | - | - | 427 | - | - |
| **Total (B)** | **3,375** | **34** | **-** | **3,409** | **595** | **417** | **-** | **-** | **-** | **1,012** | **2,397** | **2,779** |
| **Total (A) +(B)** | **3,37,850** | **3,472** | **-** | **3,41,322** | **77,643** | **14,575** | **-** | **-** | **-** | **92,219** | **2,49,103** | **2,60,206** |
| **Capital Work-in-Progress** | **2,709** | **1,653** | **1,416** | **2,946** | **-** | **-** | **-** | **-** | **-** | **-** | **2,946** | **2,709** |
| **Intangible assets under development** | **-** | **2,294** | **-** | **2,294** | **-** | **-** | **-** | **-** | **-** | **-** | **2,294** | **-** |
| **Grand Total** | **3,40,558** | **7,420** | **1,416** | **3,46,562** | **77,643** | **14,575** | **-** | **-** | **-** | **92,219** | **2,54,344** | **2,62,915** |



RED EARTH GOOD LIVING AND HOSPITALITY LIMITED
(formerly known as Red Earth Good Living And Hospitality Private Limited)
NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2025

**19. Revenue from Operations**

Amounts in Rs.'000

| PARTICULARS | Year ended | |
|---|---|---|
| | 31-Mar-25 | 31-Mar-24 |
| a) Sale of Goods | 8,169 | 15,756 |
| b) Sale of Services | 1,26,962 | 1,26,080 |
| TOTAL | 1,35,131 | 1,41,837 |

**20. Other Income**

Amounts in Rs.'000

| PARTICULARS | Year ended | |
|---|---|---|
| | 31-Mar-25 | 31-Mar-24 |
| Interest income | 145 | 126 |
| Miscellaneous income | 63 | 53 |
| TOTAL | 208 | 179 |

**21. Cost of Food, Beverages and Gift shop items consumed**
**21.(a).Consumption of Food ,Beverages and Gift shop items**

| PARTICULARS | 31-Mar-25 | | 31-Mar-24 | |
|---|---|---|---|---|
| | Value Rs. | % | Value Rs. | % |
| Imported | | | | |
| Indigenously Procured | 17,197 | 100.00% | 17,340 | 100.00% |
| TOTAL | 17,197 | 100.00% | 17,340 | 100.00% |

**21.(b). Food,Beverages and Gift shop items under broad heads**

Amounts in Rs.'000

| PARTICULARS | Year ended | |
|---|---|---|
| | 31-Mar-25 | 31-Mar-24 |
| Opening Stock of Food and Beverages | 2,256 | 2,950 |
| Add: Purchases of Food and Beverages | 16,807 | 16,647 |
| | 19,065 | 19,598 |
| Closing Stock of Food and Beverages | 1,868 | 2,258 |
| TOTAL | 17,197 | 17,340 |

**22. Employee Benefits Expense**

Amounts in Rs.'000

| PARTICULARS | Year ended | |
|---|---|---|
| | 31-Mar-25 | 31-Mar-24 |
| a) Salaries and Wages | 34,650 | 32,657 |
| b) Contribution to Provident and other Funds | 1,232 | 1,156 |
| c) Staff welfare Expenses | 470 | 261 |
| TOTAL | 36,351 | 34,074 |

Amounts in Rs.'000

| PARTICULARS | Year ended | |
|---|---|---|
| | 31-Mar-25 | 31-Mar-24 |
| **(a) Defined Contribution Plans** | | |
| Amount recognised in the Statement of Profit and Loss | - | - |
| Provident fund paid to the authorities | 1,232 | 1,156 |
| **Total** | **1,232** | **1,156** |

**(b) Defined Benefit Plan**

**Gratuity:** The Company operates a gratuity plan. Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The benefits vest after five years of continuous service. The same is payable at the time of separation from the Company or retirement, whichever is earlier. There are no plan assets for the gratuity plan.

GNANDA BANGALORE CHARTERED ACCOUNTANTS

**(i) Present Value of Defined Benefit Obligation** — Amounts in Rs.'000

| PARTICULARS | Year ended 31-Mar-25 | Year ended 31-Mar-24 |
|---|---|---|
| **Balance at the beginning of the year** | **3,185** | **3,185** |
| Current Service Cost | 658 | - |
| Interest Cost | 226 | - |
| Actuarial (Gains) / Losses | 359 | - |
| Benefits paid | (86) | - |
| **Balance at the end of the year** | **4,342** | **3,185** |

**(ii) Assets and Liabilities recognised in the Balance Sheet** — Amounts in Rs.'000

| PARTICULARS | Year ended 31-Mar-25 | Year ended 31-Mar-24 |
|---|---|---|
| Present Value of Defined Benefit Obligation | 4,342 | 3,185 |
| Less: Fair Value of Plan Assets | - | - |
| **Amounts recognised as liability** | 4,342 | 3,185 |
| | | |
| Recognised under: | | |
| Long Term Provisions (Refer note 6) | 3,326 | 2,139 |
| Short Term Provisions (Refer note 10) | 1,017 | 1,046 |
| **Total** | **4,342** | **3,185** |

**(iii) Expense recognised in the Statement of Profit and Loss** — Amounts in Rs.'000

| PARTICULARS | Year ended 31-Mar-25 | Year ended 31-Mar-24 |
|---|---|---|
| Current Service Cost | 658 | - |
| Interest Cost | 226 | - |
| Actuarial Gains / Losses | 359 | - |
| **Total Expense** | **1,243** | - |

**(iv) Actuarial Assumptions**

| | | |
|---|---|---|
| Discount Rate | 6.69% | 7.20% |
| Salary Growth Rate | 6.00% | 6.00% |
| Attrition Rate | | |

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

**(v) Amounts recognised in current year and previous four years** — Amounts in Rs.'000

| | 31 March 2025 | 31 March 2024 | 31 March 2023 | 31 March 2022 | 31 March 2021 |
|---|---|---|---|---|---|
| Gratuity | | | | | |
| Defined Benefit Obligation | 4,342 | 3,185 | 5,379 | 4,563 | 4,116 |
| Plan Asset | - | - | - | - | - |
| Surplus / Deficit | 4,342 | 3,185 | 5,379 | 4,563 | 4,116 |
| Experience adjustments in plan liabilities | | | | | |

* The Company does not have any plan assets and hence related disclosures are not applicable.

**23. Finance Costs** — Amounts in Rs.'000

| PARTICULARS | Year ended 31-Mar-25 | Year ended 31-Mar-24 |
|---|---|---|
| a) Interest on Term Loan | 3,777 | 7,014 |
| b) Interest on MSME Dues | 316 | 63 |
| c) Other Financial Costs | 213 | 53 |
| d) Bank Charges | 17 | 8 |
| e)Merchant payment commission | 927 | 1,011 |
| TOTAL | 5,250 | 8,150 |



(formerly known as Red Earth Good Living And Hospitality Private Limited)

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2025

| 24. Other Expenses | Amounts in Rs.'000 | |
|---|---|---|
| PARTICULARS | Year ended | |
| | 31-Mar-25 | 31-Mar-24 |
| Power and Fuel | 7,761 | 8,237 |
| Rent | 3,210 | 3,071 |
| Repairs and Maintenance | | |
| - Buildings | 1,892 | 1,442 |
| - Plant & Machinery | 843 | 524 |
| - Others | 1,888 | 1,437 |
| Insurance | 615 | 220 |
| Rates and Taxes | 1,502 | 1,361 |
| Travelling and Conveyance | 1,773 | 1,118 |
| Travel Agency Commission | 6,568 | 7,198 |
| Sales Promotion Expenses | 390 | 579 |
| Donations and Contributions | 177 | 8 |
| Legal and Professional | 786 | 481 |
| Advertising and Marketing | 246 | 467 |
| Housekeeping Stores | 1,653 | 1,963 |
| Safari Expenses | 8,233 | 8,778 |
| Miscellaneous Expenses | 135 | 70 |
| Printing & stationery | 110 | 98 |
| Telephone and Internet Charges | 491 | 582 |
| Up Keep Garden | 228 | 175 |
| Office expenses | 299 | 299 |
| Water & Pet Charges | 140 | 45 |
| Freight Charge | 134 | 125 |
| Assets writtenoff | 417 | - |
| TOTAL | 39,490 | 38,278 |

| Payment to Auditors (Exclusive of Taxes) | 31-Mar-25 | 31-Mar-24 |
|---|---|---|
| - Statutory Audit | 180 | 180 |
| - Tax audit | 70 | 70 |
| - Tax Representation Services | - | - |

| 25. Additional disclosures to the financial statements | Amounts in Rs.'000 | |
|---|---|---|
| Foreign Currency Exposure that has not been hedged by a derivative instrument or otherwise - | Amount | Foreign Currency |
| Due From | | |
| Debtors against export of goods | - | - |
| Advances paid towards capital goods | - | - |
| Advances paid towards materials | - | - |
| Due To | | |
| Creditors against import of goods | - | - |
| Note: Figures in brackets denote previous year's figures | - | - |

| PARTICULARS | Year ended | |
|---|---|---|
| | 31-Mar-25 | 31-Mar-24 |
| Expenditure in foreign currency | | |
| - Capital goods | | - |
| - Materials | | - |
| - Travel | 504 | - |
| - Commission | | - |
| Earnings in foreign currency | | - |
| Estimated amount of contracts remaining to be executed on capital account and not provided for | | - |



(formerly known as Red Earth Good Living And Hospitality Private Limited)

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2025

| 26. Contingent Liability | Amounts in Rs.'000 | |
|---|---|---|
| Particulars | Year ended | |
| | 31-Mar-25 | 31-Mar-24 |
| Claims against the Company not acknowledged as debts | | - |
| Income tax matters | 8,571 | 8,571 |
| Total | 8,571 | 8,571 |

| 27. Additional disclosures as per Accounting Standards | Amounts in Rs.'000 | |
|---|---|---|
| PARTICULARS | Year ended | |
| | 31-Mar-25 | 31-Mar-24 |
| Related Party Transactions | | |
| Description of relationship | Name of related party | |
| Directors | Chitimi Srinivasa Reddy | |
| | Roopa Mohandas | |
| | Deepak Thimaya | |
| | Bopanna Chonira Ponappa (upto 01.06.2023) | |
| | Chirag Agarwal | |
| | Rishi Agarwal | |
| Relative of director | Vishnu Nischal rajkumar | |
| Firm where the director is a partner | Grassroots Wayanad | |
| Key Management Personnel | Rachel Ravi | |
| | K R Parameswaran | |
| | Aditya Raman | |
| Details of Transactions | 31-Mar-25 | 31-Mar-24 |
| Loan taken during the year | | |
| Srinivasa Reddy | 1,000 | - |
| Loan repaid during the year | | |
| Srinivasa Reddy | 1,000 | - |
| Dividend Paid during the year | | |
| Rachel Ravi | - | 662 |
| K R Parameswaran | - | 969 |
| Aditya Raman | - | 75 |
| Roopa Mohandas | - | 384 |
| Vishnu Nischal Rajkumar | - | 360 |
| Chirag Agarwal | - | 156 |
| Rishi Agarwal | - | 103 |
| Chitimi Srinivasa Reddy | - | 1,221 |
| Bopanna Chonira Ponappa | - | 310 |
| Remuneration Paid | | |
| Rachel Ravi | 2,400 | 2,400 |
| K R Parameswaran | 2,400 | 2,400 |
| Aditya Raman | 1,800 | 900 |
| Expenses incurred / Payments made on behalf of the Company | | |
| K.R Parameswaran | 4,996 | 11,416 |
| Rachel Ravi | 5,187 | 2,615 |
| Aditya Raman | 2,068 | 868 |

GNANORA & CHAT CHARTERED ACCOUNTANTS BANGALORE

(formerly known as Red Earth Good Living And Hospitality Private Limited)

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2025

| Particulars | Year Ended | |
|---|---|---|
| | 31-Mar-25 | 31-Mar-24 |
| **Balances Outstanding at the end of the year** | Dr / (CR) | Dr / (CR) |
| K.R Parameswaran | 2,859 | 3,524 |
| Rachel Ravi | 4,055 | 1,878 |
| Aditya Raman | 519 | 154 |

**28. RECONCILIATION :**

*Debtors, Creditors and Loans and Advances are subject to confirmation and reconciliation. Necessary adjustments will be made as and when the accounts are reconciled.*

**29. PRIOR PERIOD COMPARATIVES**

*The previous year's figures have been accordingly re-grouped / re-classified to confirm to the current year's classification.*

**30. Disclosure on Quantitative Details**

*Inventories and consumables - It is not feasible to maintain the quantitative details of the pantry material consumed at restaurants during the year.*

GNANOBA & DHAT ★ BANGALORE ★ CHARTERED ACCOUNTANTS

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED

(formerly known as Red Earth Good Living And Hospitality Private Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

**31(i).Capital work-in-progress (CWIP) ageing schedule / completion schedule for the year ended 31, March 2025**

Amounts in Rs.'000

| Capital work-in-progress (CWIP) | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| I.Projects in progress | | | | | |
| (i) CWIP Buildings | 640 | - | - | - | 640 |
| II.Projects temporarily suspended | - | - | - | - | - |

**Capital work-in-progress (CWIP) ageing schedule / completion schedule for the year ended 31, March 2024**

Amounts in Rs.'000

| Capital work-in-progress (CWIP) | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| I.Projects in progress | | | | | |
| (i) CWIP Buildings | 1,653 | 1,293 | - | - | 2,946 |
| II.Projects temporarily suspended | - | - | - | - | - |

31(ii). The entity is not maintaining budget relating to capital expenditure.The accounting is done based on actual expenditure incurred during the year.

-

**32(i).Intangible assets under development aging schedule for the year ended 31, March 2025**

| Intangible assets under development | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| I.Projects in progress | | | | | |
| (i) Trademark | - | - | - | - | - |
| II.Projects temporarily suspended | - | - | - | - | - |

**Intangible assets under development aging schedule for the year ended 31, March 2024**

| Intangible assets under development | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| I.Projects in progress | | | | | |
| (i) Trademark | 2,294 | - | - | - | 2,294 |
| II.Projects temporarily suspended | - | - | - | - | - |

-

32(ii). The entity is not maintaining budget relating to capital expenditure.The accounting is done based on actual expenditure incurred during the year.

**33. Disclosure on partial damage of books during floods at Tadoba Region**

*During July 2024, due to severe flooding in Todoba region, Maharastra, the Company's physical books of account, vouchers, and supporting documents for the period upto September 2024 were destroyed. The Company has taken steps to reconstruct the records using electronic backups and external confirmations where possible. Management does not expect a material impact on the financial position or results. The Company has informed the regulatory authorities and filed an insurance claim. This event does not impact the financial statements as of March 31, 2025*

GNANOBA & BHAT * BANGALORE * CHARTERED ACCOUNTANTS

**34.Other Information**

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (**Intermediaries**) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Firm shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) The company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(vi) The company has not entered transactions with companies struck off under Sec.248 of the companies act.2013 or Sec.560 of the Companies act,1956.

GNANOBA & BHAT * CHARTERED ACCOUNTANTS * BANGALORE

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED

(formerly known as Red Earth Good Living And Hospitality Private Limited)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

**35.Ratios for the Years ended March 31, 2025 and March 31, 2024**

| Sl.no | Particulars | Numerator | Denominator | As at March 31 | | Variance | Reasons for Variance in excess of 25% |
|---|---|---|---|---|---|---|---|
| | | | | 2025 | 2024 | | |
| 1 | Current Ratio (in times) | Current Assets | Current Liabilities | 0.16 | 0.09 | 65.62% | Substantial repayment of current maturities of long term debt |
| 2 | Debt Equity Ratio (in times) | Total Debt | Shareholders' Equity | 0.15 | 0.32 | -53.01% | Decrease on Long term borrowings on account of repayment |
| 3 | Debt Service Coverage Ratio (in times) | Earnings available for Debt Service | Debt Service | 0.70 | 0.72 | -2.75% | Not Applicable |
| 4 | Return on Equity (in %) | Net Profits after Taxes | Average shareholder's equity | 0.09 | 0.13 | -24.84% | Decrease in turnover resulted in decrease in Profit during the year |
| 5 | Inventory Turunover Ratio (in times) | Cost of Goods Sold | Average Inventory | 65.50 | 54.47 | 20.27% | Not Applicable |
| 6 | Trade receivable turnover ratio (in times) | Net credit sales | Average trade receivables | 162.20 | 261.79 | -38.04% | Decrease in turnover |
| 7 | Trade payable turnover ratio (in times) | Net purchases | Average trade payable | 6.30 | 7.24 | -13.05% | Not Applicable |
| 8 | Net capital turnover ratio (in times) | Net Sales | Working Capital | -2.99 | -2.27 | 31.74% | Decrease in Sales and Decrease on Long term borrowings on account of repayment |
| 9 | Net Profit Ratio (in %) | Net Profit | Net Sales | 0.13 | 0.15 | -13.57% | Not Applicable |
| 10 | Return on capital employed (in %) | Earnings before interest and taxes | Capital employed | 0.16 | 0.21 | -25.02% | Not Applicable |

**for Gnanoba & Bhat**
Chartered Accountants
Firm Registration no: 000939S

**K K Gnanoba**
Partner
M.No. 023137

Place :Bangalore
Date : 5th September, 2025

**Aditya Raman**
Director
DIN : 09121987

**For and on behalf of the Board**

**Rachel Ravi**
Managing Director
DIN : 02576160

**Arun Kumar Viswanathan**
CFO
PAN: BBHPA6736Q

| | | | |
|---|---|---|---|
| ASSESSE : | RED EARTH GOOD LIVING AND HOSPITALITY PVT LTD | CIRCLE /ITO : | ITO Ward 5(5)(1) |
| | | PAN No. : | AACCR7883D |
| ADDRESS : | S-121, Raheja Arcade | Previous Year : | 31.03.2025 |
| | 5th Block, Koramangala, Bangalore -560034 | Assessment Year : | 2025-2026 |
| STATUS | : Private Limited Company | | |
| BANK | : Bank of Baroda | Bank A/c No : | 05220200000918 |
| IFSC | : BARB0MYSORE | | |
| DOI | : 06-06-2006 | | |

**COMPUTATION OF INCOME**

| | Rs. | Rs. |
|---|---|---|
| **I. INCOME FROM BUSINESS :** | | |
| Net Profit/ (Loss) for the year ended 31st March, 2024 | | **2,54,12,206** |
| **Add: Inadmissible expenses** | | |
| - Depreciation as per books | 1,45,44,288 | |
| - Assets written off | 68,89,416 | |
| - Donation | 1,76,500 | |
| - Gratuity debited in books | 12,43,215 | |
| - Bonus Payable | 9,30,628 | |
| - Interest on PF/ESI/PT Profession Tax | 1,85,039 | |
| - Disallowance u/s 36(1)(va) - PF | 9,70,560 | |
| - Disallowance u/s 36(1)(va) - ESI | 33,758 | |
| - Prior period expenses | - | |
| - Interest on MSME | 3,16,141 | |
| - Dues to MSME disallowed u/s 43B(h) | 13,704 | |
| - Excess utilisation of GST ITC - disallowed u/s 43(b) | 1,51,737 | |
| - Expenses disallowed on Non Deduction Of TDS u/s 40(a)(ia) | 1,50,824 | |
| - Expenses disallowed on Non Deduction Of TDS u/s 40(a)(i) | | |
| | | **2,56,05,809** |
| **Less: Admissible expenses** | | |
| - Depreciation as per IT | 1,85,42,795 | |
| - Profit on Sale of Assets | - | |
| - Expenses disallowed on Non Deduction of TDS earlier year, allowed on payment | 75,000 | |
| - Income disclosed in other heads | 1,44,862 | |
| - Disallowed in previous year allowed on payment basis-MSME | 4,10,302 | |
| - Bonus paid during the year | 4,64,060 | |
| - Leave Encashment during the year | | |
| - Gratuity provision reserved during the year | - | |
| - Gratuity paid during the year | 85,961 | |
| | | **1,97,22,980** |
| **INCOME FROM BUSINESS** | | **3,12,95,035** |
| **II. Income from othersource :** | | |
| 1.Interest income | 1,44,862 | |
| | | **1,44,862** |
| **GROSS TOTAL INCOME** | | **3,14,39,897** |
| **UNABSORBED DEPRECIATION SET OFF** | | |
| **Chapter VIA Deductions** | | |
| Under Sec 80G | | |
| -Donation Paid | | |
| -Eligible deduction 50% Qualifying Limit | | - |
| **GROSS TOTAL INCOME After Set off of Loss** | | 3,14,39,897 |
| **TOTAL TAXABLE INCOME** | | 3,14,39,897 |

| Notes | | |
|---|---|---|
| Tax Payable @ 25 % | | 78,59,974 |
| Tax Payable under 115JB | | 38,11,831 |
| Tax payable (Higher of 1 and 2 above) | | 78,59,974 |
| Surcharge @ 7 % | | 5,50,198 |
| Total tax & Surcharge payable | | 84,10,172 |
| Education Cess @ 4 % on above | | 3,36,407 |
| Total Tax Payable | | 87,46,579 |
| MAT Credit Utilisation | | (45,04,774) |
| Net Tax Payable | | 42,41,805 |
| Tax Deducted at Source | 5,78,511 | |
| Tax Collecton at Source | 28,223 | |
| | | (6,06,734) |
| | | 36,35,071 |
| Advance Tax paid | | (8,00,000) |
| | | 28,35,071 |
| Interest | | |
| U/S 234B | 1,70,104 | |
| U/S 234C | 1,75,571 | 3,45,675 |
| Balance Tax Payable / (Refund Due) Rounded off | | **31,80,746** |
| Self-assessment tax paid | | |
| **Balance tax Payable/(Refundable)** | | **31,80,750** |

**For RED EARTH GOOD LIVING AND HOSPITALITY PRIVATE LIMITED**

| | **Arun Kumar Viswanathan** | **Aditya Raman** | **Rachel Ravi** |
|---|---|---|---|
| **Place :Bangalore** | CFO | Director | Managing Director |
| **Date : 5th September, 2025** | PAN: BBEPA6736Q | DIN : 09121987 | DIN : 02576160 |

RED EARTH GOOD LIVING AND HOSPITALITY LIMITED

(formerly known as Red Earth Good Living And Hospitality Private Limited)

Notes forming part of Financial Statements

## Note 1 - General Information & Summary of Significant Accounting Policies

### A: General Information

Red Earth Good Living And Hospitality Limited (*formerly known as Red Earth Good Living And Hospitality Private Limited*) is engaged in the business of hospitality. The Company renders hospitality services at three locations that are mostly located near wildlife sanctuaries viz Kabini & Gokarna in the state of Karnataka and at Tadoba in the state of Maharashtra.

### B- Summary of significant accounting policies:

**1.1 Method of Accounting**

The accounts have been prepared under the historical cost convention and on the basis of the going concern, with revenues recognized and expenses accounted on their accrual, including provisions/adjustments for committed obligations and amounts determined as payable or receivable during the year.

The preparation of financial statements in conformity with Generally Accepted Accounting Practices requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements, and the reported amounts of revenue and expenses during the reported year. Actual results could differ from those estimates.

The financial statements generally prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

**1.2 Property, Plant & Equipment**

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any, except in case of land which is carried at cost. Cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management. Subsequent costs related to an item of Property, Plant and Equipment are recognised in the carrying amount of the item if the recognition criteria are met.

Items of Property, Plant and Equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realisable value and are shown separately in the financial statements under the head 'Other current assets'. Any write-down in this regard is recognised immediately in the Statement of Profit and Loss.

An item of Property, Plant and Equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on de-recognition is recognised in the Statement of Profit and Loss.

Depreciation on Property, Plant and Equipment is provided on Straight Line Method in accordance with requirements prescribed under Schedule II to the Companies Act, 2013. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed at least at each financial year end and changes, if any, are accounted prospectively.



The estimates of useful lives of Property, Plant and Equipment Assets are as follows:.

| Particulars of Asset | Life of the Assets (in Years) |
|---|---|
| Plant & Machinery | 15 |
| Buildings | 30 |
| Office Equipment | 5 |
| Computers & Laptops | 3 |
| Furniture & Fixtures | 8 |
| Ships | 13 |
| Vehicles | 10 |
| Electrical Equipment | 10 |
| Road | 3 |

**1.3 Intangible Assets**

Acquired intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a pro-rata basis on the straight line method over the estimated useful lives of the assets. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. The estimated useful lives of intangible assets are as follows:

| Particulars of Asset | Life of the Assets (in Years) |
|---|---|
| Software | 3 |
| Trademark & Webdesign | 3 |
| Brand | 10 |

**1.4 Inventory:**

Stock of food and beverages, stores and other operating supplies are carried at the lower of cost (computed on weighted average basis) and net realizable value.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

**1.5 Employee Benefits:**

(a) Provident Fund:

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

(b) Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan

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provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(c) Compensated Absences:

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

**1.6 Borrowing Cost:**

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

**1.7 Impairment of Assets**

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

**1.8 Taxation:**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount

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expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. In situations, where the Company has unabsorbed depreciation or carry forward losses under tax laws, all deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**1.9 Revenue Recognition:**

Revenue is recognized to the extent that it can be reliably measured and is probable that the economic benefits will flow to the company. Income from services rendered is booked based on agreement/arrangement with the concerned parties and are recognised net of Goods and Services Tax (GST)..

**1.10 Other Income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

**1.11 Expenditure:**

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

**1.12 Provisions, Contingent Liabilities and Contingent Assets:**

Provisions

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities

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

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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 or a reliable estimate of the amount cannot be made.

**1.13 Leases**

As a Lessee

(a) Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

(b) Finance Leases

The leases in which the Company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The outstanding liability is included in other short/long-term borrowings. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

**1.14 Segment Reporting**

The principal business of the Company is hospitality and providing its service within India constitutes a single business and geographic segment in terms of AS 17.

**1.15 Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

**1.16 Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares. There are no dilutive potential equity shares outstanding at the end of the period.

