

Independent Auditor's Review Report on unaudited financial results for the quarter and year to date of Emaar India Limited pursuant to the Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To The Board of Directors of Emaar India Limited

1. We have reviewed the accompanying statement of unaudited financial results of Emaar India Limited (hereinafter referred to as 'the Company') for the quarter ended September 30, 2024 and the year to-date results for the period from April 01, 2024 to September 30, 2024 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulations').
2. This Statement, which is the responsibility of Company's Management and has been approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder ('Ind AS 34'), and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Notes accompanying to the Statement with regard to the following.
 - a. Note No. 3 to the statement, which describes the petition filed by Emaar Holding II, the shareholder and the promoter of the Company under Section 241 of the Companies Act, 2013 seeking relief against MGF Developments Limited, Mr. Shravan Gupta, Ms. Shilpa Gupta and their connected entities (collectively referred as the 'MGF Group'), wherein the Company has also been named as a respondent party. Under this petition, Emaar Holding II has, inter-alia, prayed to Hon'ble National Company Law Tribunal to direct MGF Group to compensate the Company and Emaar Holding II, to the extent of loss caused due to their certain acts and



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transactions that occurred between the years 2006 to 2016, along with interest thereon, to be computed from the date of respective loss. Pending adjudication of the matter, the final outcome of these litigation is presently unascertainable.

- b. Note No. 4 to the statement, in relation to investment made in and advances given by Company to one of its subsidiary Company, Emaar MGF Construction Private Limited, aggregating Rs. 2,003.15 million and Rs. 886.47 million, respectively as at September 30, 2024. Further, as described in the note, there are significant ongoing litigations in the said Subsidiary Company relating to a project undertaken by it, are pending for decision with the Arbitration Tribunal. However, the Company has made adequate provision against the related investment and advances in its unaudited financial results. Since the matters are currently sub-judice, the final outcome of it is presently unascertainable.
- c. Note No. 5 to the statement, which describes the uncertainty with respect to the outcome of various ongoing litigations involving the Company, its Group entities and its development partners namely Telangana State Industrial Infrastructure Corporation, earlier part of Andhra Pradesh Industrial Infrastructure Corporation ('APIIC') and other parties alleging certain irregularities relating to a project being developed in Hyderabad. The Company has assets and liabilities of Rs. 4,645.38 million and Rs. 1,274.54 million respectively, with respect to this project, that is reported in the unaudited financial results for the half year ended September 30, 2024. As the matters are currently sub-judice, the final outcome of these litigations is presently unascertainable.
- d. Note 10 to the statement, which describes the uncertainty with respect to the outcome of ongoing investigations involving the Company, being conducted by the Central Bureau of Investigation and by the Enforcement Directorate ("ED") alleging certain irregularities relating to land acquisition process with the landowners. During the current period, the ED has passed a provisional attachment order by provisionally attaching the land belonging to the Company and its Subsidiaries having a book value of Rs. 4,655.05 million. Further, the Adjudication authority of Prevention of Money Laundering Act, 2022 have also, issued a show cause notice to the Company and its Subsidiaries. The Company is in the process of contesting this matter, any impact of the said matter as described in the said note to the unaudited financial results is not ascertainable at this stage.

Our opinion is not modified in respect of these matters.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.105047W



Nagesh Anand
Partner
Membership No.:503662
UDIN: 24503662BKEJHV7280



Place: Gurugram
Date: November 11, 2024

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EMAAR INDIA LIMITED
CIN-U45201DL2005PLC133161

Registered Office:- 306-308, Square One, C-2, District Centre, Saket, New Delhi - 110017

Email ID - bharat.garg@emaar.ae, Website - www.emaar-india.com

UNAUDITED STANDALONE BALANCE SHEET AS AT 30 SEPTEMBER 2024

(Rs. in million)

Particulars	As at 30 September 2024	AS at 31 March 2024
	Unaudited	Audited
ASSETS		
Non-current assets		
Property, plant and equipment	1,182.51	1,186.66
Capital work-in-progress	192.12	19.59
Right of use assets	118.87	140.04
Intangible assets	67.05	56.18
Financial assets		
Investments	1,224.19	507.05
Other bank balances	122.79	24.74
Other financial assets	35.60	42.85
Income-tax assets (net)	494.99	292.87
Other non-current assets	450.90	450.90
Total non-current assets	3,889.02	2,720.89
Current assets		
Inventories	48,819.67	35,832.35
Financial assets		
Investments	1,089.59	949.76
Trade receivables	859.60	915.95
Cash and cash equivalents	1,431.37	1,205.15
Other bank balances	4,670.72	6,039.41
Loans	1,112.72	2,911.95
Other financial assets	428.89	456.84
Other current assets	36,609.10	36,753.23
Total current assets	95,021.66	85,064.64
Total assets	98,910.68	87,785.52
EQUITY AND LIABILITIES		
Equity		
Equity share capital	1,693.87	1,693.87
Other equity	(41,492.44)	(39,213.06)
Total equity	(39,798.57)	(37,519.19)
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	50,264.59	50,256.92
Lease liabilities	105.54	128.26
Provisions	84.12	77.00
Total non-current liabilities	50,454.25	50,462.18
Current liabilities		
Financial liabilities		
Borrowings	30,798.86	28,469.39
Lease liabilities	46.61	46.61
Trade payables		
- total outstanding dues of micro enterprises and small enterprises	48.00	48.00
- total outstanding dues of creditors other than micro enterprises and small enterprises	5,851.38	7,041.00
Other financial liabilities	5,456.87	6,191.01
Other current liabilities	43,617.65	29,131.00
Provisions	2,435.63	3,915.52
Total current liabilities	88,255.00	74,842.53
Total liabilities	138,709.25	125,304.71
Total equity and liabilities	98,910.68	87,785.52



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UNAUDITED STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2024

Particulars	For the quarter ended			For the half year ended		(Rs. in million) For the year ended
	30 September 2024	30 June 2024	30 September 2023	30 September 2024	30 September 2023	31 March 2024
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1 Income						
(a) Revenue from operations	2,425.56	2,673.49	5,536.90	5,099.05	15,656.05	26,991.04
(b) Other income	415.27	268.23	179.75	683.50	333.27	574.63
Total income	2,840.83	2,941.72	5,716.65	5,782.55	15,989.32	27,565.67
2 Expenses						
(a) Cost of Revenue						
Cost incurred during the period/year	1,345.27	13,552.42	3,830.98	14,897.69	5,880.84	8,105.62
Changes in inventories of plots, real estate properties and development rights	(913.47)	(12,073.83)	720.43	(12,987.30)	5,329.00	6,864.86
(b) Employee benefits expense	254.34	277.89	331.13	532.23	588.17	1,082.51
(c) Finance costs	1,780.46	1,731.31	1,674.40	3,511.77	3,317.08	6,593.40
(d) Depreciation and amortization expense	30.31	28.86	25.53	59.17	48.61	101.02
(e) Other expenses	1,504.76	538.48	687.55	2,043.24	1,693.99	7,203.46
Total expenses	4,001.67	4,055.15	7,270.02	8,056.80	16,857.69	29,950.87
3 Profit/ (Loss) before tax (1-2)	(1,160.84)	(1,113.43)	(1,553.37)	(2,274.25)	(868.37)	(2,385.20)
4 Tax expense/(benefit)						
(a) Current tax	-	-	-	-	-	-
(b) Deferred tax	-	-	-	-	-	-
Total tax expense /(benefit)	-	-	-	-	-	-
5 Profit / (Loss) after tax (3-4)	(1,160.84)	(1,113.43)	(1,553.37)	(2,274.25)	(868.37)	(2,385.20)
6 Other comprehensive income/ (expense) (net of taxes)	1.74	(6.97)	(4.38)	(5.23)	3.42	2.34
7 Total comprehensive income/ (loss) (5+6)	(1,159.10)	(1,120.40)	(1,557.75)	(2,279.48)	(864.95)	(2,382.86)
8 Paid-up equity share capital (Face value of Rs. 10 each)	1,693.87	1,693.87	1,693.87	1,693.87	1,693.87	1,693.87
9 Earning per share (EPS) (Face value of Rs. 10 each)*						
Basic and diluted (Rs.)	(6.85)	(6.57)	(9.17)	(13.43)	(40.36)	(14.08)
10 Other equity (Excluding debenture redemption reserve)	-	-	-	-	-	(39,951.20)
11 Debenture redemption reserve	738.13	738.13	738.13	738.13	738.13	738.13
12 Net worth (Share Capital+Other Equity)(8+10)	-	-	-	-	-	(38,257.33)
13 Additional information pursuant to requirement of Regulation 52(4) and Regulation 54(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended). Also refer note 11 below.*						
(a) Debt Equity Ratio (in times)	(2.04)	(2.08)	(2.15)	(2.04)	(2.15)	(2.10)
(b) Debt Service Coverage Ratio (in times)	0.18	0.04	0.03	0.14	0.25	0.21
(c) Interest Service Coverage Ratio (in times)	0.37	0.37	0.09	0.37	0.75	0.65
(d) Current Ratio (in times)	1.08	1.08	1.19	1.08	1.19	1.14
(e) Long Term Debt to Working Capital Ratio (in times)	7.64	8.10	4.34	7.64	4.34	5.48
(f) Bad Debt to Account Receivable Ratio (%)	-	-	-	-	-	-
(g) Current Liabilities Ratio (in times)	0.64	0.65	0.57	0.64	0.57	0.60
(h) Total Debts to Total Assets (in times)	0.82	0.82	0.87	0.82	0.87	0.90
(i) Debtor Turnover (in times)	2.76	2.92	7.07	5.74	19.99	31.76
(j) Inventory Turnover (in times)	0.01	0.04	0.12	0.05	0.28	0.38
(k) Operating Margin (%)	8.42%	13.08%	(1.06%)	10.87%	13.51%	13.46%
(l) Net Profit Margin (%)	(40.86%)	(38.09%)	(27.25%)	(39.33%)	(5.41%)	(8.64%)

* Not annualized except for the year ended 31 March 2024
See accompanying notes to the unaudited financial results



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UNAUDITED STANDALONE STATEMENT OF CASH FLOWS FOR THE HALF YEAR ENDED 30 SEPTEMBER 2024

Particulars	(Rs. in million)	
	For the period ended 30 September 2024	For the period ended 30 September 2023
	Unaudited	Unaudited
A. CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	(2,274.25)	(868.37)
Adjustments for:		
Depreciation and amortization expense	59.17	48.61
Unrealised foreign exchange (gain) (net)	(6.41)	(9.73)
Loss on disposal of property, plant and equipment (net)	0.57	8.94
Net gain on sale of current investment (including impact of fair valuation)	(1.07)	(0.93)
Interest income	(66.73)	(93.29)
Gain on compulsory acquisition and exchange of land (net)	(743.54)	(507.68)
Finance costs excluding interest on lease liabilities (net)	3,507.56	3,310.81
Interest on lease liabilities	4.21	6.27
Impairment of loans and provision for doubtful advances (net)	227.97	322.04
Amounts written off	7.11	-
Income from forfeiture of customer advances (net)	15.75	10.86
Claim income	-	-
Unclaimed balances and excess provisions written back	(386.83)	(3.59)
Operating profit before working capital changes	343.51	2,223.94
Adjustments for:		
Trade payables and other financial liabilities	(1,468.36)	731.29
Other current liabilities	14,470.90	(4,096.64)
Provisions	(1,478.00)	1,428.80
Inventories	(12,231.06)	5,836.68
Trade receivables	56.35	1.59
Other financial assets and other assets	141.53	(2,054.25)
Cash flow from operating activities after working capital changes	(165.13)	4,071.41
Direct taxes paid (net)	(202.12)	(102.00)
Net cash flow from operating activities (A)	(367.25)	3,969.41
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors)	(209.24)	(85.76)
Proceeds from sale of property, plant and equipment	0.71	1.01
Purchase of intangible assets	(18.53)	-
Investment in subsidiary through right issue	(717.14)	-
Sale of non-current investments in subsidiaries	-	-
Purchase of current investments (net)	(138.76)	(178.15)
Movement in bank deposits with maturity more than three months (net)	1,255.39	718.54
Loans given to subsidiaries	(59.32)	-
Loans received back from subsidiaries	1,693.71	1.09
Interest received	49.66	90.28
Net cash used in investing activities (B)	1,856.48	547.01
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net proceeds from non-current borrowings	-	3,759.12
Repayments of non-current borrowings (includes movement to current borrowings)	(4,350.03)	(6,467.16)
Movement in current borrowings (net)	5,379.72	1,438.33
Finance costs paid	(3,582.68)	(3,435.92)
Principal payment of lease liabilities	(13.26)	(13.52)
Interest paid on lease liabilities	(4.22)	(6.27)
Net cash used in financing activities (C)	(2,570.47)	(4,725.42)
Increase in cash and cash equivalents (A+B+C)	(1,081.24)	(209.00)
Cash and cash equivalents as at beginning of the year	1,205.15	(253.43)
Cash and cash equivalents as at end of the year (refer note below)	123.91	(462.43)
Note :		
Reconciliation of cash and cash equivalent as per standalone statement of cash flow	As at 30 September 2024	As at 30 September 2023
Balance with banks in current accounts	980.34	894.18
Cheques in hand	3.24	28.03
Cash on hand	2.61	2.63
Bank deposits with original maturity of less than 3 months	445.18	422.86
Cash and cash equivalents	1,431.37	1,347.70
Less: Bank overdraft	(1,307.46)	(1,810.13)
Balance as per standalone statement of cash flow	123.91	(462.43)



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- 1) The above unaudited standalone financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on 11 November 2024. These unaudited standalone financial results have been subjected to limited review by the Statutory Auditors of the Company.
- 2) **Additional disclosures as per Regulation 54 and 55 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 on financial results for the quarter and half year ended 30 September 2024:**

Particulars	Credit Rating	Principal		Interest	
		Previous due date	Next due date	Previous due date	Next due date
22,600 (11.25%) Secured redeemable non-convertible debentures of Rs. 1,000,000 each ("NCDs"), (bearing ISIN INE451H07332, INE451H07340 and INE451H07357)	(Refer Note 2(e) and 2(f))	20 May 2022 (Refer Note 2(e))	Not applicable	20 May 2022 (Refer Note 2(e))	Not applicable

Notes:

- a. Due dates disclosed above are after considering extensions granted by the debenture holders.
 - b. The NCDs are secured by way of charge on the following:
 - Non-agricultural freehold land admeasuring 397.28 square meters forming part of the land parcel located at Mauje Maharajpura of Kadi Taluka, Ahmedabad, Gujarat; and
 - All the collection accounts, distribution accounts, receivables and any amount to be deposited in these accounts with respect to the 'Project Emerald Hills Extension', a township project on 95.25 acres in Sector 62 and 66, Gurgaon, and 'Project Marbella' on 109.069 acres in Sector 65 and 66, Gurgaon being developed by the Company, including first and exclusive mortgage by way of deposit of title deeds of such land parcels owned by the land-owning subsidiary companies. On account of partial repayment of NCDs, partial security has been released in September 2023.
 - c. The Company is maintaining security cover of more than one hundred percent in respect of the outstanding NCDs.
 - d. The above-mentioned face value of Rs. 1,000,000 was before demerger. Pursuant to the scheme of arrangement (demerger) between the Company, MGF Developments Limited (MGF) and their respective shareholders and creditors which has been approved by the National Company Law Tribunal (NCLT) vide its order dated 16 July, 2018, 30.79% of the face value of Rs. 1,000,000 of each debenture (i.e., Rs 307,876 per debenture) has been demerged and transferred to MGF Developments Limited ("MGF NCDs"). Accordingly, the face value of debentures with Emaar India Limited was reduced to Rs. 692,124 per debenture ("Emaar NCDs").
 - e. On 10 May 2022, the Company has repaid the outstanding principal, interest and redemption premium on Emaar NCDs and liabilities towards such face value of NCDs stands repaid. MGF NCDs are still outstanding to be repaid. Therefore, these NCD's are still to be delisted from the Bombay Stock Exchange (BSE) and accordingly, the Company has complied with Regulation 52 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, to the extent applicable. As the maturity date of the aforesaid ISINs have already occurred, the same have been suspended by the Stock Exchange.
 - f. CARE Ratings Limited vide its letter dated 19 May 2022 has informed that since Emaar India Limited has repaid the Emaar NCDs and balance MGF NCDs were already transferred to MGF Developments Limited pursuant to the demerger scheme approved by NCLT, the rating for aforesaid NCDs stands withdrawn.
- 3) On 19 November 2019, Emaar Holding II, shareholder and promoter of the Company, filed a petition under Section 241 of the Companies Act, 2013, before the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT"), seeking relief against MGF Developments Limited ("MGF"), Mr. Shravan Gupta, Ms. Shilpa Gupta and its connected entities (hereinafter collectively referred to as "MGF Group") Emaar Holding II has, *inter-alia*, prayed to NCLT to direct MGF Group to compensate the Company and Emaar Holding II to the extent of loss caused due to their certain acts and transactions along with interest thereon, to be computed, from the date of respective loss. MGF Group had also filed its reply and thereafter both parties have filed rejoinders. The Company has also filed criminal complaints against MGF and its associates, in respect of certain matters referred to in Section 241 petition filed by Emaar Holding II. As the



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matter is currently *sub judice*, any impact of the same on the unaudited standalone financial results is not ascertainable at this stage. The auditors have expressed an Emphasis of Matter on the said matter.

- 4) One of the subsidiary, Emaar MGF Construction Private Limited (the "Subsidiary") has certain litigation/disputes with Delhi Development Authority ('DDA') in relation to constructions of flats carried out in the Commonwealth Games Village Project 2010 under Project Development Agreement. The litigation with DDA is pending with the Arbitral Tribunal. The Company has already made adequate provision in its books of accounts in respect of the investments in the equity share capital of the said Subsidiary and of advances recoverable. Further, the Company has committed to the Subsidiary to provide necessary financial support in case of any unfavorable outcome in respect of the said ongoing litigation/dispute. However, based on the legal advice received and internal assessments, the management of the company believes that certain matters raised in such ongoing litigation with DDA are untenable and contrary to the factual position. As the matter is currently *sub judice*, any impact of the same on the Company's unaudited standalone financial results is not ascertainable at this stage. The auditors have expressed an Emphasis of Matter on the said matter.
- 5) (a) The Company "Emaar India Limited", vide a Development Agreement dated 3 November 2006 (subsequently amended by the agreement dated 25 July 2007) entered into with Emaar Hills Township Private Limited ("EHTPL"), had undertaken the development of land in Hyderabad, which was conveyed to EHTPL by Andhra Pradesh Industrial Infrastructure Corporation ("APIIC") through a duly registered Conveyance Deed dated 28 December 2005. The Company also, vide Assignment Deed dated 3 November 2006 entered into with Boulder Hills Leisure Private Limited ("BHLPL"), had undertaken the development and operation of a 'Golf Course' in Hyderabad. The Company, EHTPL and BHLPL have been subjected to litigations relating to the allegations of irregularities in assignment of development rights in the project land, notice for termination of project, notice for termination of development agreement by one of the shareholders of the development partner, stoppage of registration of properties in the project, etc. Further, in one of the matters, the Central Bureau of Investigation ('CBI') has filed charge sheets against various persons, including the Company, its former Managing Director and certain officers of the Company. Based on the investigation of CBI, the Directorate of Enforcement, Hyderabad ('ED') registered ECIR No.08/HZO/2011 dated 30 August 2011, and subsequently filed a complaint/charge sheet before the Hon'ble Principal Special Judge for CBI Court, Hyderabad against several persons/ corporate bodies, including the Company and its few officers. The ED has attached certain properties of the Company's wholly owned subsidiary, Eternal Buildtech Private Limited, however the management has challenged the attachment before the Hon'ble PMLA Appellate Tribunal, New Delhi and is pending adjudication. The Company has assets and liabilities of Rs. 4,645.38 million (31 March 2024 - Rs 4,572.12 million) and Rs. 1,274.54 million (31 March 2024 - Rs 1,245.41 million) respectively, with respect to this project. Based on the legal advice received and internal assessments, the management believes that the allegations/matters raised above are untenable and contrary to the factual position and hence, will not have any material impact on the unaudited standalone financial result for the quarter and half year ended 30 September 2024.
- (b) Telangana State Industrial Infrastructure Corporation ("TSIIC") had filed a Petition before the Hon'ble National Company Law Tribunal, Hyderabad Bench ('NCLT') against EHTPL and certain other parties under Sections 241 and 242 of the Companies Act 2013 ('the Act'). The Company had also been made respondent in the said proceedings. The said Petition was challenged by EHTPL on the preliminary ground that TSIIC has no *locus standi* to file the petition against EHTPL as it is not a recorded shareholder and Andhra Pradesh Industrial Infrastructure Corporation ("APIIC") continues to be named as shareholder in the Statutory Register of Members of EHTPL as maintained in terms of the provisions of the Act. Management believes that since the factual position with respect to demerger proceedings between State of Andhra Pradesh and State of Telangana and consequent apportionment of assets and liabilities between APIIC and TSIIC had not been completed and are still pending, therefore TSIIC has no *locus standi* to file the petition. Accordingly, the management believes that the petition filed by TSIIC is not tenable. However, vide its order dated 25 July 2022, the maintainability issue was decided by the NCLT in favor of TSIIC and further the NCLT had restrained EHTPL's majority shareholders and their representatives from dealing with the assets and properties of EHTPL. Further, on appeals filed against such order dated 25 July 2022, the Hon'ble National Company Law Appellate Tribunal, Chennai Bench ("NCLAT") vide its Judgement dated 10 October 2022 had upheld NCLT order dated 25 July 2022 on maintainability and the restraining order. However, the other relief granted by NCLT regarding compensation for financial losses incurred by Government of Telangana / TSIIC, was set aside. The said Judgment dated 10 October 2022 passed by the NCLAT was challenged before the Hon'ble Supreme Court, of India ("Supreme Court"), which vide its Order dated 28 November 2022 held that it is not inclined to interfere with the Judgment dated 10 October 2022 and the party aggrieved may challenge the preliminary issues already decided in the first instance before the Supreme Court once the entire case is heard and decided on merits. The TSIIC Petition under Sections 241 and 242 of the Act is now *sub judice* before the NCLT and pleading are completed. Based on the legal advice received and internal assessments, EHTPL has moved a separate application under Section 8 of the Arbitration & Conciliation Act, 1996 on the grounds that the grievances raised by TSIIC are alleged violations of certain contractual clauses contained in the Shareholders



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Agreement and/or the said Collaboration Agreement which have an agreed mechanism of redressal of disputes by way of arbitration, therefore, the present dispute ought to be referred to arbitration. Pleadings are completed in the said application and is pending for arguments. Even in the main Company Petition filed by TSIC, pleadings are completed and the matter is pending for arguments. Since the matter is presently sub judice the Company had not made any provision in the unaudited standalone financial results. The auditors have expressed an Emphasis of Matter on the said matter.

- 6) As of 30 September 2024, the Company has outstanding current borrowings of Rs. 30,798.86 million which are due for repayment in the next one year. As per the present business plans, the Company will be able to meet its financial obligations in the next one year. As of 30 September 2024 the Company's net worth has been completely eroded (primarily due to Demerger that happened in the financial year 2018-19). The management has also considered the fact that the Company has significant asset base, including land inventories or land development rights, which can yield values in excess of their book values on development and can hence be used for raising additional capital, as and when required. Further, the ultimate Holding Company ("Emaar Properties PJSC") has provided necessary financial support in form of extending corporate guarantee ("CG") and standby letter of credit ("SBLC") to enable the Company to borrow from domestic lenders for its financing requirements. Hence, the Company's unaudited standalone financial results have been prepared on a going concern basis.
- 7) (a) The National Company Law Tribunal (NCLT) vide its order dated 16 July 2018 had approved the scheme of arrangement (Demerger) between the Company and MGF Developments Limited (MGF) and the same was filed with the Registrar of Companies on 31 July 2018. The Effective date of the said Scheme is 31 July 2018, with appointed date of 30 September 2015. During the financial year 2019-20, MGF had filed an application before the NCLT under Section 231 of the Companies Act, 2013 for implementation of the Scheme and the matter is currently *sub judice* before NCLT.

(b) The Company, its ultimate holding company ("Emaar Properties PJSC"), MGF Developments Limited ("MGF") and other parties had entered into certain indemnity agreement(s), which entitled the Company to raise indemnity claims on MGF, Mr. Shравan Gupta and their Group companies in respect of certain expenses/losses incurred by the Company. As per the terms of indemnity agreement(s), if MGF does not settle such indemnity claims within ten days from the date of receipt, the Company or its land-owning subsidiaries may unilaterally settle such claims by, *inter-alia*, terminating the development rights of certain land parcel(s) which were earlier transferred to MGF pursuant to the Demerger order dated 16 July 2018. Pursuant to the above, the Company had raised various claims, which MGF had failed to settle. In view of the same, the Company has enforced some of such indemnity claims.

During the previous financial years, MGF had disputed indemnity claims / enforcement and filed the Request for Arbitration ("RFA") on 22 December 2019, to the International Court of Arbitration, International Chambers of Commerce ("ICC"), London ("Arbitral Tribunal"). The RFA, *inter-alia*, also requested for resolution of disputes by arbitration over various matters pertaining to demerger arrangement between the parties, including the said indemnity agreements. The Arbitral Tribunal was constituted on 21 April 2020, Thereafter, the parties filed their claims and counter claims under the ongoing arbitration proceedings before ICC.

The Arbitral Tribunal passed a First Partial Award on 16 November 2022, wherein it has rejected the claim raised by MGF for loss of profits against the Company. Further, the Arbitral Tribunal in the First Partial Award also concluded on certain other claims and counter claims of both the parties and accordingly, the probable impact of the said award of Rs. 1,283.85 million was recorded in the books of the Company during the financial year 2022-23 as an exceptional item. Thereafter, The Arbitral Tribunal passed a Second Partial Award on 19 February 2024 wherein it has determined the principals of various claims and counter claims of the parties, with final determination of the quantum of such claims was reserved.

On 10 September 2024, the Arbitral Tribunal has passed the Final Award wherein all the claims and counter claims of the parties were adjudicated and the Company has been awarded net claims of Rs. 3,185.65 million (as at 30 June 2024) in favor of the Company along with the reimbursement of the cost of arbitration of Rs 1602.92 million payable by MGF to the Company, plus interest @11.25% p.a., compounded quarterly, until full payment of the above claims and costs is made by MGF.

The Company is evaluating next steps in respect of the Final Award and accordingly, no impact of the said award and reimbursement of the cost of arbitration have been considered in the unaudited standalone financial results for the quarter and half year ended 30 September 2024.



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- 8) National Anti-Profitteering Authority ('NAA') passed orders alleging that the Company had undertaken profiteering activities on two projects, namely, Emerald Estate and Emerald Hills amounting to Rs. 133.57 million and Rs. 192.30 million respectively and therefore is liable to pass on such amount to its flat buyers together with interest thereon. The matter was contested on multiple grounds before the NAA including but not limited to, inconsistencies in calculation of profiteering by Director General of Anti-profiteering ('DGAP'), non-consideration of actual benefit passed on to customers etc. but was rejected by NAA. The Company has already passed benefit of Rs. 75.11 million and Rs 110.42 million to various flats buyers in Emerald Estate and Emerald Hills respectively, however this fact was rejected by NAA while passing the above orders. Further, NAA has directed the DGAP to investigate the issue of passing on the benefit of additional input tax credit in respect of 24 other projects of the Company. Subsequently, the Company has filed writ petition against this said order before the Hon'ble Delhi High Court and is hopeful of a favorable outcome based on the legal advice. The Company has deposited Rs. 44.1 million on 25 April 2022 as pre-deposit on the direction of Delhi High Court. The Hon'ble Delhi High Court vide judgment dated 29 January 2024 decided the aspect of constitutionality in favour of DGAP/NAA. The Court has also held that methodology adopted by DGAP/NAA is incorrect. The writ petition on merits is still pending before the Hon'ble Delhi High Court and the matter is currently sub-judice. The Company is hopeful of a favorable outcome. The matter is next listed for hearing on 27 November 2024 before Hon'ble Delhi High Court.
- 9) On 15 April 2022, MGF Developments Limited, Mr. Shравan Gupta and Ms. Shilpa Gupta have filed a petition (including interim application filed on 28 January 2023) under Sections 59, 241, 242 along with Section 213 read with 210 and other applicable provisions of Companies Act, 2013, before NCLT, New Delhi, seeking relief against the Company and certain other parties, alleging oppression and mismanagement by Emaar Properties PJSC, its associates and Group companies. Based on the legal advice received and internal assessments, the management believes that the allegations/matters raised in the petition are untenable and contrary to the agreements and are governed by arbitration arrangement between the parties. The matter is currently sub-judice and accordingly, in management's assessment, no adjustment is required to be made in the books of accounts.
- 10) During the year 2009, the Haryana Government had initiated land acquisition proceedings for approx. 1400 acres of land in certain villages of District Gurugram, which was ultimately reduced to 87 acres. The erstwhile landowners filed cases alleging conspiracy between the Government officials and private developers in the land acquisition process, however, the Hon'ble Supreme Court of India ('SC') dismissed these appeals. Under directions from Hon'ble SC, the Central Bureau of Investigations ("CBI") initiated investigation against all the alleged developers during the financial year 2018-19 and 2019-20. Later, the Enforcement Directorate (ED) also initiated parallel investigation under the Prevention of Money Laundering Act, 2002 ("PMLA") during the financial years 2018-19 and 2019-20. During the current period, in continuation of the said proceedings against the alleged private developers, the ED has passed a Provisional Attachment Order ("PAO") dated 28 August, 2024 which involves the Company and its subsidiaries, by provisionally attaching 225.445 acres of land belonging to the Company and its subsidiaries, which amounts to a book value of Rs. 4,655.05 million. The Company and its subsidiaries has also received Show Cause Notice ("SCN") dated 03 October, 2024 from the Adjudicating Authority, PMLA, in respect of the PAO, which the Company and its subsidiaries is in the process of contesting and any consequential impact, if any on the said matter is currently not ascertainable.

Based on legal advice received from independent consultant and internal assessment done by the management, the Company believes that the matters raised in the PAO are untenable and contrary to the factual position, however, as a matter of caution the management of the Company has made a provision of Rs.778.03 Million which is considered to be adequate and which the management believes would be the maximum exposure against the subject matter as covered in the PAO. The auditors have expressed an Emphasis of Matter on the said matter.

- 11) Formulae for computation of ratios are as follows:

S. No.	Ratios	Formulae
A	Debt equity ratio	Secured Rated Listed Non-Convertible Debentures (Gross of debt initiation cost)
B	Debt service coverage Ratio	$\frac{\text{EBITDA}}{\{\text{finance costs} + \text{scheduled principal repayments (excluding prepayments) during the period for long-term debts}\}}$ {EBITDA: Loss before tax + depreciation and amortization expense + finance costs + exceptional items}
C	Interest service coverage Ratio	$\frac{\text{EBITDA}}{\text{finance costs}}$



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D	Current ratio	Current assets/current liabilities
E	Long term debt to working capital ratio	Long term debt/working capital {Long term debt: Long term borrowings (including current maturities) {working capital: Current assets - current liabilities}
F	Bad debts to account receivable ratio	Bad debts/average of opening and closing trade receivables {Bad debts: Impairment balance as per statements of profit and loss} {Accounts receivables: Trade receivables as per Statement of Assets and Liabilities}
G	Current liabilities ratio	Current liabilities/total liabilities
H	Total debts to total assets ratio	Total debts/total assets {Total debts: Long-term borrowings + short-term borrowings}
I	Debtor turnover ratio	Revenue from operations/average of opening and closing trade receivables
J	Inventory turnover ratio	Cost of revenue/average of opening and closing inventories
K	Operating margin ratio	Operating profit/revenue from operations {Operating profit: Revenue from operations - cost of revenue - employee benefits expense - other expenses - depreciation and amortization expense}
L	Net profit margin ratio	Total comprehensive Income / (loss) /total income

- 12) The above unaudited financial result have been prepared pursuant to the requirements of Regulation 52 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR)"), as amended and in accordance with the recognition and measurement principles of Indian Accounting Standards as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013.
- 13) The Company's business activities which are primarily construction and development, and related activities falls within a single reportable segment as the management of the Company views the entire business activities as construction and development. Accordingly, there are no additional disclosures to be furnished in accordance with the requirement of Ind AS 108 - 'Operating Segments' with respect to single reportable segment. Further, the operations of the Company are domiciled in India and therefore there are no reportable geographical segment.
- 14) Previous period/year numbers have been regrouped/reclassified, wherever considered necessary to make them comparable to the current period numbers.

For and on behalf of the Board of Directors
Emaar India Limited



Jamal Majed Khalfan Bin Theniyah
Director

Place: Dubai
Date: 11 November 2024



Kalyan Chakrabarti Yanmendra
Chief Executive Officer

Place: Gurugram
Date: 11 November 2024



Sumil Mathur
Chief Financial Officer

Place: Gurugram
Date: 11 November 2024



Bharat Bhushan Garg
Company Secretary

Place: Gurugram
Date: 11 November 2024

