

(Rupees in Crores)

Balance Sheet as at 31st March 2024

Particulars	Note No.	As at 31-03-2024	As at 31-03-2023
I ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	4	10.56	7.47
(b) Capital Work-in-progress	4(a)	-	-
(c) Right-of-use Asset	5	0.02	0.20
(d) Financial Assets			
i) Loans	6	-	-
ii) Trade receivables	7	0.05	0.05
iii) Other financial assets	8	0.34	0.25
(e) Other non-current assets	9	1.37	-
Total Non current assets		12.34	7.97
Current Assets			
(a) Inventories	10	28.88	24.56
(b) Financial Assets			
i) Trade receivables	11	20.27	36.32
ii) Cash and cash equivalents	12	0.07	0.06
iii) Bank balances other than (ii) above	13	2.12	1.59
iv) Other financial assets	14	0.02	0.03
(c) Other current assets	15	6.23	5.95
(d) Current tax Asset (Net of Rs.)	20	0.37	-
Total current assets		57.96	68.51
Total Assets		70.30	76.48
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	16	2.00	2.00
(b) Other equity	17	35.40	30.83
Total Equity		37.40	32.83
Liabilities			
Non-Current Liabilities			
(a) Lease Liabilities	18	-	0.18
(b) Provisions	19	-	-
(c) Deferred tax liabilities (Net)	20	0.49	0.46
Total Non-current liabilities		0.49	0.64
Current liabilities			
(a) Financial liabilities			
i) Borrowings	21	1.43	6.91
ia) Lease Liabilities	23	0.03	0.13
iii) Trade payables	22		
(A) Total outstanding dues of Micro enterprises and Small enterprises		-	
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		29.75	34.05
iii) Other financial liabilities	24	0.35	0.31
(b) Other current liabilities	25	0.85	1.00
(c) Provisions	26	0.00	0.00
(d) Current Tax Liabilities(Net)	20	-	0.61
Total current liabilities		32.41	43.01
Total Equity and Liabilities		70.30	76.48

See accompanying notes to the financial statements

As per our report attached of even date

For SEKAR & CO.

Chartered Accountants

ICAI Firm Reg.No. 016269S

Arun Kumar Ghadei
Partner
Membership No: 230158



For and on behalf of the Board of Directors

Sukumar Srinivas
Director
DIN: 01668064

C.Ravikumar
Director
DIN: 01247347

Place: Chennai
Date: 14th May 2024

Place: Bangalore
Date: 14th May 2024

(Rupees in Crores)

Statement of Profit and Loss for the year ended 31st March 2024

Particulars	Note No.	For the Year ended 31.03.2024	For the Year ended 31.03.2023
I Revenue from operations	27	308.07	298.93
II Other Income	28	0.45	0.46
III Total Income (I+II)		308.52	299.39
IV Expenses			
Cost of Raw Materials Consumed	29	292.77	283.66
Changes in inventories of finished goods	30	0.10	1.11
Employee benefits expense	31	2.35	2.19
Finance costs	32	2.05	2.15
Depreciation and amortization expenses	4	0.80	0.95
Other expenses	33	4.32	4.23
Total expenses (IV)		302.39	294.29
V Profit before tax (III-IV)		6.13	5.10
VI Tax expense:	20		
Current tax		1.55	1.37
Tax - earlier years		-	-
Deferred tax		0.02	(0.01)
		1.57	1.36
VII Profit for the period		4.56	3.74
VIII Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
(i) Re-measurements of defined benefit plans		0.01	0.09
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.00)	(0.00)
Total A		0.01	0.09
B Items that will be reclassified to profit or loss			
(i) Effective portion of cash flow hedges			
(ii) Income tax relating to items that will be reclassified to profit or loss			
Total B		-	-
Total Other Comprehensive Income/(loss) (A+B)		0.01	0.09
IX Total Comprehensive Income for the year		4.57	3.83
X Earning per equity share: [Face value Rs.100 per share]	34		
Basic		228.24	186.91
Diluted		228.24	186.91

See accompanying notes to the financial statements

As per our report attached of even date

For SEKAR & CO.

Chartered Accountants
ICAI Firm Reg.No. 016269S

Arun Kumar Ghadel
Partner
Membership No: 230158

Place: Chennai
Date: 14th May 2024



For and on behalf of the Board of Directors

Sukumar Srinivas
Sukumar Srinivas
Director
DIN: 01668064

C. Ravikumar
C. Ravikumar
Director
DIN: 01247347

Place: Bangalore
Date: 14th May 2024

(Rupees in Crores)

Statement of Changes in Equity for the year ended 31st March 2024

A. Equity Share Capital

(1) Current reporting period (refer note no 16)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
2.00	-	2.00	-	2.00

(2) Previous reporting period (refer note no 16)

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
2.00	-	2.00	-	2.00

B. Other Equity (Refer Note 17)

(1) Current reporting period

Particulars	Reserves & Surplus	Items of other comprehensive income		Total
	Retained Earnings	Items that will not be reclassified to profit and loss		
		Remeasurements of the net defined benefit plans	Fair Valuation of Guarantee to Holding Company	
Balance at the beginning of the current reporting period	30.83	0.00	-	30.83
Total comprehensive income for the current year	4.56	0.01	0.00	4.57
Transfer to retained earnings	0.01	(0.01)		-
Balance at the end of the current reporting period	35.40	0.00	0.00	35.40

(2) Previous reporting period

Particulars	Reserves & Surplus	Items of other comprehensive income		Total
	Retained Earnings	Items that will not be reclassified to profit and loss		
		Remeasurements of the net defined benefit plans	Fair Valuation of Guarantee to Holding Company	
Balance at the beginning of the previous reporting period	27.09	0.00	(0.09)	27.00
Total comprehensive income for the previous year	3.74	0.00	0.09	3.83
Transfer to retained earnings	0.00	(0.00)		-
Balance at the end of the previous reporting period	30.83	0.00	-	30.83
Significant accounting policies				
See accompanying notes to the financial statements				

As per our report attached of even date
For SEKAR & CO.
Chartered Accountants
ICAI Firm Reg.No. 016269S

Arun Kumar Ghadei
Partner
Membership No: 230158

For and on behalf of the Board of Directors



Sukumar Srinivas
Sukumar Srinivas
Director
DIN: 01668064

C. Ravikumar
C. Ravikumar
Director
DIN: 01247347

Place: Chennai
Date: 14th May 2024

Place: Bangalore
Date: 14th May 2024

CENTURYWELLS ROOFING INDIA PRIVATE LIMITED
 23/6A, Vellanthangal Village, Irunkattu Kottai, Sriperumbudur, Kancheepuram 602105
 CIN : U28112TN2002PTC049959 PHONE : 080 4011 7777
 E MAIL ID : cs@shankarabuildpro.com

Statement of Cash Flows for the year ended 31st March 2024

(Rupees in Crores)

Particulars	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Cash flow from operating activities		
Profit before tax	6.13	5.10
Adjustments for :		
Depreciation and amortization expenses	0.80	0.95
Interest expense	2.05	2.12
Interest on Lease Liability-Ind As 116	0.00	0.03
Unwinding of interest income on rental deposits	(0.01)	(0.01)
Interest Income	(0.04)	(0.04)
Loss on sale of assets	-	-
Bad Debts written off	-	-
Provision for doubtful debts no longer required written back	-	-
Loss Allowance for doubtful trade receivables	0.06	0.17
Operating profit before working capital changes	8.99	8.32
Adjustments for :		
(Increase) / Decrease in inventories	(4.32)	0.28
(Increase) / Decrease in trade receivable	15.99	(1.05)
Decrease/ (Increase) in Other Assets	(0.35)	0.01
(Decrease)/ Increase in trade payables	(4.29)	5.81
(Decrease)/ Increase in other liabilities	(0.11)	0.39
(Decrease)/Increase in provisions	0.01	(0.00)
Cash flow from operations	15.92	13.76
Income taxes paid	(2.54)	(1.08)
Net cash generated from/(used in) operating activities (A)	13.38	12.68
Cash flow from investing activities		
Payment for Property, Plant & Equipment, Investment property, Intangible assets including capital Advances	(5.15)	(0.29)
Proceeds from sale of Property, plant & equipment	0.06	0.10
Interest received	0.05	0.05
Bank deposits not considered as cash and cash equivalents (net)	(0.53)	(0.59)
Net cash generated from/(used in) investing activities (B)	(5.57)	(0.73)
Cash flow from financing activities		
Proceeds from/ (Repayment of) Current borrowings (net)	(5.48)	(9.85)
Principal element of lease payments and interest on lease liability	(0.27)	(0.46)
Interest paid	(2.05)	(2.17)
Net cash used in financing activities (C)	(7.80)	(12.48)
Net increase in cash and cash equivalents(A+B+C)	0.01	(0.53)
Cash and cash equivalents - opening balances	0.06	0.59
Cash and cash equivalents - closing balances	0.07	0.06
Note: Cash and Cash equivalents in the Cash Flow Statement comprise of the following (Refer Note No. 12) :-		
i) Cash on Hand	0.03	0.02
ii) Balance with Banks :		
- In Current Accounts	0.04	0.04
	0.07	0.06

The above Cash Flow Statement has been prepared under the Indirect method as set out in IND AS -7. Figures in brackets indicate cash outflow.

See accompanying notes to the financial statements

As per our report attached of even date
 For **SEKAR & CO.**
 Chartered Accountants
 ICAI Firm Reg.No. 016269S

Arun Kumar Ghadei
 Partner
 Membership No: 230158

Place: Chennai
 Date: 14th May 2024

For and on behalf of the Board of Directors



Sukumar Srinivas
 Director
 DIN: 01668064

C.Ravikumar
 Director
 DIN: 01247347

Place: Bangalore
 Date: 14th May 2024

Centurywells Roofing India Private Limited
Notes to the Financial Statements

(Rupees in Crores)

42 Related party disclosures

A. Names of Related parties and nature of relationship:

Holding Company	Shankara Building Products Limited, Bangalore
Fellow subsidiary Companies	Vishal Precision Steel Tubes and Strips Private Limited, Bangalore
	Taurus Value Steel & Pipes Private Limited, Telangana
	Steel Network Holdings Pte Limited
Entities where control exist	Century wells Roofing Employees Gratuity Fund
Companies over which Key Managerial Personnel can exercise significant influence	Shankara Holdings Private Limited, Bangalore
Key Managerial Personnel	Mr. Sukumar Srinivas (Director)
	Mr. C.Ravikumar (Director)

B. Transactions with Related Parties

	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Purchase of Goods (Refer note 1 below)		
Shankara Building Products Limited, Bangalore	125.14	74.06
Taurus Value Steel & Pipes Private Limited, Telangana	-	0.04
Vishal Precision Steel Tubes and Strips Pvt Ltd, Bangalore	0.85	3.12
Sale of Goods (Refer note 2 below)		
Shankara Building Products Limited, Bangalore	236.60	233.27
Taurus Value Steel & Pipes Private Limited, Telangana	-	-
Vishal Precision Steel Tubes and Strips Pvt Ltd, Bangalore	9.99	1.32
Rent Paid		
Shankara Building Products Limited, Bangalore	0.28	0.22
Taurus Value Steel & Pipes Private Limited, Telangana	0.24	0.24
Purchase of Fixed Assets		
Vishal Precision Steel Tubes and Strips Pvt Ltd, Bangalore	0.01	-
Shankara Building Products Limited, Bangalore	-	-
Interest paid		
Shankara Building Products Limited, Bangalore	0.63	-
Sale of Fixed Assets		
Vishal Precision Steel Tubes and Strips Pvt Ltd, Bangalore	-	0.10

Notes

- 1 The purchases from related parties are in the ordinary course of business. Purchase transactions are based on normal commercial terms and conditions and market rates.
- 2 The sales to related parties are in the ordinary course of business. Sales transactions are based on prevailing price lists. The Company has not recorded any loss allowances for trade receivables from related parties.

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Centurywells Roofing India Private Limited
Notes to the Financial Statements

(Rupees in Crores)

C. Amount due to/ from related parties	As at 31-03-2024	As at 31-03-2023
Trade Receivables		
Shankara Building Products Limited,Bangalore	7.54	31.83
Vishal Precision Steel Tubes and Strips Pvt Ltd,Bangalore	7.10	-
Advance received from customers		
Shankara Building Products Limited,Bangalore	-	-
Rent Payable		
Shankara Building Products Limited,Bangalore	0.05	0.02
Taurus Value Steel & Pipes Private Limited,Telangana	0.02	0.02
Guarantees received from Holding Company		
Shankara Building Products Ltd,Bangalore	40.00	40.00
Guarantees received from directors		
Managing Director	40.00	40.00
Guarantees & Collaterals given		
Shankara Building Products Ltd,Bangalore	-	-
Assets of holding company hypothecated for availing loans		
Shankara Building Products Ltd,Bangalore	12.97	12.72

Terms and Conditions

All outstanding balances are unsecured and are repayable in cash

Guarantees to Holding company:

Guarantees provided to the lenders of the holding company are for availing working capital facilities from the lender banks.

Guarantees from Holding company:

Guarantees provided to the lenders of the company are for availing working capital facilities from the lender banks.

Guarantees from directors:

Personal guarantee given by the managing director to the company are for availing working capital facilities from the lender banks.

CSA



Shankar Jiwari



Sekar & Co.,
CHARTERED ACCOUNTANTS

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Independent Auditors' Report

To the Members of
Centurywells Roofing India Private Limited

Report on the Audit of the Ind As Financial statements

Opinion

We have audited the accompanying Ind AS Financial statements of **Centurywells Roofing India Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss, (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Ind As Financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind As Financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind As Financial statements give the information required by the Companies Act 2013, (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind As 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 Ind As Financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind As Financial statements.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the Ind As Financial statements of the current period. These matters were addressed in the context of our audit of the Ind As Financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

S.No.	Key Audit Matter	Auditor's Response
	<p><i>Assessment of the appropriateness of the allowance for doubtful debts.</i></p> <ul style="list-style-type: none"> ➤ Trade receivables comprise 28.90 % (2022-23 47.49%) of the total assets in the Statement of Financial position (the Balance Sheet). ➤ The appropriateness of the allowance for doubtful debts is subjective due to high degree of judgement applied by the management in determining the impairment provision. Although there is a quantum jump in the overall debtors' values, the increase in terms of percentage of assets has not marked a significant growth. ➤ The recoverability of trade receivables and the level of provisions for bad and doubtful debts are considered to be key risk due to the significance of 	<p><i>Our procedure included among others:</i></p> <ul style="list-style-type: none"> ➤ Evaluated the debtor impairment methodology applied in the current year against the requirements of Ind AS 113 in respect of fair valuation. ➤ Analysed the methodology by comparing the prior year provision to the actual current year write offs Assessed key ratios which include cash collections, days outstanding and delinquencies. ➤ We considered the changes in credit strategy and assessed the impact on the allowances for doubtful debts.



	<p>these balances to the Ind As Financial statements and the judgement required in making appropriate provisions.</p> <p>➤ This disclosure is set out in the Note under Schedule 11.</p>	<p>➤ Assessed the changes in the economy with particular reference to the sector where the company predominantly operates and the impact on the collectively of the trade receivables.</p> <p>➤ Based on the above, we satisfied ourselves that the management had taken reasonable judgements that were materially supported by the available evidence in respect of the receivable balances. We did not encounter any issues through these audit procedures that indicated that provisioning in respect of trade receivables was inappropriate.</p>
	<p>Inventory provision:</p> <p>➤ Inventories comprises of 41.08% (2022-23 32.11%) of the total assets in the statement of financial position (Balance Sheet).</p> <p>➤ As discussed in the Notes on Accounts, the management has made provision for markdowns against inventory in respect of damaged, unmarketable, unserviceable and have become obsolete.</p> <p>➤ The allowance for markdown of inventory takes into account the historic information related to sales trends and estimated net realisable value has been applied in respect of the class of inventory stated above.</p> <p>➤ This requires significant management judgement based on past experience, inventory ageing profile as well as different market factors impacting sale of these products. As these factors change each year, this required specific focus on the current year assumptions. Further due to the significance of the inventories and related estimation uncertainty, this is considered as key audit risk. Accordingly, the markdown against inventory is considered to be a key audit matter and disclosure is included in the Notes on accounts.</p>	<p><i>Our procedure included, among others:</i></p> <p>➤ Compared the provision/valuation methodology applied by the management by comparing to previous year methodology.</p> <p>➤ Evaluated the assumptions and judgements applied by the management in determining such markdown provision/valuation.</p> <p>➤ Tested and evaluated historical information, data trends and ageing profiles and shelf lives.</p> <p>➤ Analysed the provisions by performing analytical procedures on provisioning/valuation levels including against historical experience.</p>

Other Information

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the Ind As Financial statements and our auditors’ report thereon.

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



Sekar & Co.,
CHARTERED ACCOUNTANTS

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In connection with our audit of the Ind As Financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind As Financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Management's Responsibility for the Ind As Financial statements

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

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

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Ind As Financial statements

Our objectives are to obtain reasonable assurance about whether the Ind As 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 Ind As Financial statements.

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

- Identify and assess the risks of material misstatement of the Ind As 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. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Ind As Financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may





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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 Ind As 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 auditors' 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 Ind As Financial statements, including the disclosures, and whether the Ind As 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind As Financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 purpose 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.
 - c) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind As Financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act ;
 - e) On the basis of written representations received from the directors as on April 1, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g) With respect to the other matter to be included in the Auditors' Report in accordance with the requirements under section 197(16) of the Act, as amended:
In our opinion and according to the information and 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.





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- 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- (i) There are no pending financial litigations on its financial position in its Ind As Financial statements.
 - (ii) There are no long-term contracts for which provisions need to be made.
 - (iii) There were no amounts that were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024.
 - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, 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.
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to the notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (v) The Company has neither declared nor paid any dividend during the year.
 - (vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, the audit trail feature has not been tampered with and the audit trail has been preserved by the Company as per statutory requirements.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Chennai
14th May 2024



For M/s. Sekar & Co.
Chartered Accountants
Firm Regn. No: 016269S

(Arun Kumar Ghadei)
Partner
M.No: 230158
UDIN – 24230158BKFPZB6858

ANNEXURE – A TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Annexure A of our Independent Auditors' Report to the members of the Company on the Ind AS Financial statements for the year ended 31st March 2024:

- (i) In respect of Company's Property, Plant and Equipment:
- (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations are given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examinations of the records of the company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, the quarterly statements filed with such banks and financial institutions e in agree with the books of accounts of the company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has neither made any investments nor granted any loan nor has provided in the nature of loans or provided guarantee or security to companies, firms, limited liability partnership or any other entities and accordingly, reporting under clause 3(iii)(a) to (f) of the order are not applicable to the company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.



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- (v) During the year the company has not accepted deposits from the public. Therefore, paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government of India, the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie the prescribed accounts and records been made and maintained. We have not made a detailed examination of records whether they are accurate and complete.
- (vii) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Goods and Services Tax (GST), Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues to the appropriate authorities.
- (b) According to the information and explanation given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Goods and Services Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other material statutory dues were in arrears as at 31st March 2024 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations are given to us, there are no dues of Income-tax or Sales tax or Service tax or Goods and Services tax or duty of Customs or duty of Excise or Value added tax that has not been deposited by the Company on account of disputes.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the Ind As Financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31st March 2024.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.





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- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information furnished to us, the company has not received any whistle blower complaints during the year.
- (xii) In our opinion and according to the information and explanations are given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind As Financial statements as required by the applicable Ind AS.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (c) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, and other information accompanying the Ind As 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 the Company is not capable of meeting its liabilities existing at the date of the 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.





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- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amounts for the year requiring transfer to a fund specified in Schedule VII to the Companies Act or Special Account in compliance with the provisions of Section 135(6) of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

Chennai
14th May 2024



For M/s. Sekar & Co.
Chartered Accountants
Firm Regn. No: 016269S

(Arun Kumar Ghadei)
Partner
M.No: 230158
UDIN – 24230158BKFPZB6858



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ANNEXURE – B TO THE AUDITORS' REPORT

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

Opinion

We have audited the internal financial controls over financial reporting of **Centurywells Roofing India Private Limited** ("the Company") as of 31st March 2024 in conjunction with our audit of the Ind As Financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Ind As Financial statements and such internal financial controls were operating effectively as at 31st March 2024, based on the internal financial controls with reference to Ind As Financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Auditors' Responsibilities for the Audit of the Ind As Financials Statements

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

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

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





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Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind As Financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind As Financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind As Financial statements.

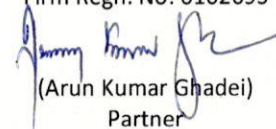
Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Chennai
14th May 2024



For M/s. Sekar & Co.
Chartered Accountants
Firm Regn. No: 016269S


(Arun Kumar Ghadei)
Partner

M.No: 230158
UDIN – 24230158BKFPZB6858