PNAM&CO.LLP

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of Gaja Advisors Ltd, Mauritius

Report on Audit of Special Purpose Financial Statements

Opinion

- We have Audited the conversion of the audited financial statements from accounting principles generally accepted in Mauritius to accounting principles generally accepted in India (Indian Accounting Standards "IND AS") in presentation currency (INR). The accompanying Special Purpose Financial Statements of Gaja Advisors Ltd, Mauritius (the "Company"), which comprise the balance sheet as at March 31, 2024, and the Statement of profit and loss (comprising of profit/loss and other comprehensive income), the statement of changes in equity, and the statement of cash flows for the year ended, and notes to the Special Purpose Financial Statements, including a summary of material accounting policies to the extent considered necessary by the Management of the Company (the "Special Purpose Financial Statements").
- 2. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying Financial Statements are in accordance with the Basis of Preparation set out in Note 1.2(a) to the Special Purpose Financial Statements.

Basis for Opinion

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

Emphasis of Matter - Basis of Preparation

4. The Special Purpose Financial Statements have been prepared in accordance with the Basis of Preparation specified in Note 1.2(a) to the Special Purpose Financial Statements. Gaja Advisors Ltd, Mauritius (the "Company"- incorporated in Mauritius) is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in Mauritius and which have been audited by local auditor of Mauritius. The Company is a step down subsidiary of Gaja Alternative Asset Management Limited ("Ultimate Holding Company"). The Management of Ultimate Holding Company has prepared the special purpose financial statements by converting the audited financial statements from accounting principles generally accepted in Mauritius to accounting principles generally accepted in India (Indian Accounting Standards "IND AS") in presentation currency (INR) to facilitate the conversion the Management has regrouped and reclassify certain items of financial statements in pursuance with accounting principles generally accepted in India (Indian Accounting Standards "IND AS").

Mauritius

PNAM&CO.LLP

Chartered Accountants

The Financial Statements are prepared by the Company for preparation of restated consolidated financial information of the Ultimate Holding Company, which will be included in the Draft Red Herring Prospectus ('DRHP') and Red Herring Prospectus ('RHP') and the Final Prospectus (hereinafter collectively referred to as the 'Offer Documents'), in connection with proposed Initial Public Offering of the equity shares of the Ultimate Holding Company ('Offering'). As a result, the Special Purpose Financial Statements may not be suitable for any other purpose.

The Special Purpose Financial Statements are not the statutory financial statements of the Company, and are not intended to, and do not, comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013, as those are not considered relevant by the Management and the intended users of the Financial Statements for the purposes for which those have been prepared.

Our opinion is not modified in respect of this matter.

Management's Responsibility for the Special Purpose Financial Statements

- 5. The Board of Directors of the Company is responsible for the preparation and presentation of the Special Purpose Financial Statements are in accordance with the Basis of Preparation set out in Note 1.2(a) to the Special Purpose Financial Statements.
- 6. In preparing the Financial Statements, the Board of Directors is also responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating 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 of the Company is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Special Purpose Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the Special Purpose Financial statement which have been audited by local auditor of Mauritius and the Management of Ultimate Holding Company has prepared the special purpose financial statements by converting the audited financial statements from accounting principles generally accepted in Mauritius to accounting principles generally accepted in India (Indian Accounting Standards "IND AS") in presentation currency (INR) to facilitate the consolidation of special purpose financial statements of Ultimate Holding Company. To facilitate the conversion the management has regrouped and reclassify certain items of financial statements in pursuance with accounting principles generally accepted in India (Indian Accounting Standards "IND AS") are free from any 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 Special Purpose Financial Statements.

PNAM&CO.LLP

Chartered Accountants

- 8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Special Purpose 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.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Evaluate the overall presentation, structure and content of the Special Purpose Financial Statements, including the disclosures, and whether the Special Purpose Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 9. 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.

Restriction on use

10. This report is intended solely for the information of the Company's and its Ultimate Holding Company's board of directors to facilitate consolidation of financial statements of the Company with its Ultimate Holding Company and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

For P N A M & Co, LLP

Chartered Accountants
ICAI Firm Reg No.: 001092N/N500395

Mohit Gupta Partner

Membership No.: 518174

UDIN: 25518174BMOFFY1850

Date: 17-01-1015
Place: New Delhi

Mauritius

Special Purpose Balance Sheet as at March 31, 2024

(All amounts in INR as stated otherwise)

	Notes	As at	As at
Particulars	#	March 31, 2024	March 31, 2023
ASSETS			
Non-current assets		. ,	
Financial assets			
Investments	2	16,69,312	16,69,008
Total non-current assets		16,69,312	16,69,008
Current assets			
Financial assets			
Trade receivables	3	60,73,89,042	35,18,74,155
Cash and cash equivalents	4	18,98,15,788	9,83,83,529
Other financial assets	5	9,90,19,607	9,07,76,002
Other current assets	6	23,13,241	17,96,388
Total current assets		89,85,37,678	54,28,30,074
TOTAL ASSETS		90,02,06,990	54,44,99,082
	İ		
EQUITY AND LIABILITIES		,	
Equity		ļ '	
Equity share capital	7	16,67,727	16,43,860
Other equity	8	67,83,91,140	41,59,73,398
Total Equity		68,00,58,867	41,76,17,258
Liabilities			•
Non-current liabilities	1.		-
Total non-current liabilities		-	
Current liabilities			
Financial liabilities		'	,
Trade payables	9		
Total outstanding dues of Micro and Small Enterprises		-	-
Total outstanding dues of creditors other than Micro and Small Enterprises		21,46,26,686	12,61,76,631
Provisions	10	55,21,437	7,05,193
Total current liabilities		22,01,48,123	12,68,81,824
TOTAL LIABILITIES		22,01,48,123	12,68,81,824
TOTAL EQUITY AND LIABILITIES		90,02,06,990	54,44,99,082

Summary of material accounting policies

The accompanying notes form an integral part of the financial statements.

This is the balance sheet referred to in our report of even date

For PNAM&Co.LLP

Chartered Accountants

Firm Registration no. 001092N/N500395

Mohit Gupta

Partner

Membership No. 51

Place: New Delle

Date: 17-01-2095

1.2

2 to 21

For and on behalf of the Board of Directors of

Gaja Advisors Ltd

Mr Mohammad Arshad Goodur

Director

Mr Husayn Sassa

Director

Place: Mauritius

Date: 17 January 2025

Place: Mauritius

Date: 17 January 2025

Mauritius

Special Purpose Profit and Loss for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

Particulars	Notes #	For the year ended March 31, 2024	For the year ended March 31, 2023
INCOME			
Revenue from operations	11	35,51,37,818	32,38,04,479
Other income	12	18,60,86,063	· <u>-</u>
Total income		54,12,23,881	32,38,04,479
EXPENSES			
Other expenses	13	28,11,51,760	32,20,74,525
Total expenses		28,11,51,760	32,20,74,525
Profit before tax		26,00,72,121	17,29,954
Tax expense:			
Current tax		54,82,910	6,89,208
Total tax expense		54,82,910	6,89,208
Profit for the year	}	25,45,89,211	10,40,746
Other comprehensive income			
(a) Items that will not be reclassified subsequently to profit and Loss	1	•	
Re-measurement gains (losses) on defined benefit plans		-	<u>-</u>
Income tax related to items that will not be reclassified to profit & loss		-	-
(b) Items that will be reclassified subsequently to profit and Loss Foreign Currency Translation		78,28,531	3,16,81,719
Income tax related to items that will not be reclassified to profit & loss		70,20,331	3,10,01,/17
Other comprehensive income for the year	1	78,28,531	3,16,81,719
Total comprehensive income for the year		26,24,17,742	3,27,22,465
•			
Earnings per equity share (nominal value of equity share Rs 10 (March 31, 2023 INR 10) each)	15		
Basic (in INR)		12,728	52
Diluted (in INR)		12,728	52

Summary of material accounting policies

The accompanying notes form an integral part of the financial statements. This is the statement of profit and loss referred to in our report of even date

1.2 2 to 21

For P N A M & Co. LLP

Chartered Accountants

Firm Registration no. 001092N/N500395

Mohit Gupta

Partner

Membership No

Place: NCW

Date: 17-61-2015

For and on behalf of the Board of Directors of

Gaja Advisors Ltd

Mr Mohammad Arshad Goodur

Director

Mr Husayn Sassa

Director

Place: Mauritius

Date: 17 January 2025

Place: Mauritius Date: 17 January 2025

Mauritius

Special Purpose Cash Flow Statement for the year ended 31st March 2024

(All amounts in INR as stated otherwise)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cash flow from operating activities		
Profit before Tax	26,00,72,121	17,30,213
Adjustments for:		
Change in fair value of investment	24,589	75,814
Dividend income	(5,464)	· 🚽
Interest income on financial assets	(21,27,298)	
Operating cash flow before working capital changes	25,79,63,948	18,06,027
Change in working capital:		
Decrease/ (increase) in trade receivables	(25,55,14,887)	(4,37,14,167)
Decrease/ (increase) in other financial assets	(82,43,605)	(4,64,54,614)
Decrease/(increase) in other assets	(5,16,853)	(16,93,226)
(Decrease)/increase in trade payables	8,84,50,055	2,40,22,481
Cash flows generated from/ (used in) operating activities	8,21,38,658	(6,60,33,498)
Income tax paid (net of refunds)	(6,66,666)	(14,63,857)
Net cash flows generated from operating activities (A)	8,14,71,992	(6,74,97,356)
Cash flow from investing activities		
Dividend received	5,464	-
Proceeds from/(Acquisition of) investments	(24,893)	(1,33,021)
Interest received	21,27,298	-
Net cash flows generated from/ (used in) investing activities (B)	21,07,869	(1,33,021)
Cash flow from financing activities		
Net cash flow generated from/ (used in) financing activities (C)	-	-
Net increase in cash and cash equivalents (A+B+C)	8,35,79,861	(6,76,30,377)
Add: Foreign translation difference movement	78,52,398	3,18,09,886
Net increase in cash and cash equivalents after adjustment	9,14,32,259	(3,58,20,491)
Cash and cash equivalents at the beginning of the year	9,83,83,529	13,42,04,021
Cash and cash equivalents at the end of the year (refer note 4)	18,98,15,788	

Note:

1. The cash flow statement has been prepared in accordance with "Indirect Method" as set out on Ind AS -7 on "Statement on Cash

2. Reconciliation for Cash & Cash Equivalents:

Particulars	As at 31 March 2024	As at 31 March 2023	
- In current accounts			
- In current accounts	18,98,15,788	9,83,83,529	
-Deposits with original maturity of less than three months	- 1	-	
Cash on hand			
Total	18,98,15,788	9,83,83,529	

Summary of material accounting policies

1.2 2 to 21

This is the cash flow statement referred to in our report of even date

For and on behalf of the Board of Directors of

Gaja Advisors Ltd

For P N A M & Co. LLP

Chartered Accountants

Firm Registration no. 001092N/N500395

Mohit Gupta

Partner

Membership N

Place: New D

Date: 12-01-2021

Mr Mohammad Arshad Goodur

Director

Mr Husayn Sassa

Director

Place: Mauritius

Date: 17 January 2025

Place: Mauritius Date: ¹⁷ January 2025

Mauritius

Special Purpose Statement of Changes in Equity for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

(a) Equity share capital (refer note 7)

Particulars	Number of shares	Amount	
Balance as at April 1, 2023	20,003	16,43,861	
Share Adjustment	-	-	
Foreign currency exchange differences	} - \	23,868	
Balance as at March 31, 2024	20,003	16,67,728	

(b) Other equity (refer note 8)

	Reserves and surplus Other Comprehen		nsive Income		
Particulars	Securities premium	Retained earnings	Remeasurement of Defined Benefits Plan	Foreign Currency Translation Reserve	Total
Balance as at April 1, 2023	-	37,21,74,656	-	4,37,98,742	41,59,73,398
Profit for the Year Other comprehensive income for	-	25,45,89,211	-	-	25,45,89,211
the year	-		-	78,28,531	78,28,531
Balance as at March 31, 2024		62,67,63,868	-	5,16,27,272	67,83,91,140

General Reserves: This Reserve has been created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

Securities Premium: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Retained earnings: Retain Earning are the profits that the Company has earned till date.

Other Comprehensive Income(OCI): OCI covers Remeasurement of defined benefit plans represents actuarial gains and losses relating to gratuity.

Summary of material accounting policies

The accompanying notes form an integral part of the financial

1.2 2 to 21

statements.

This is the statement of changes in equity referred to in our report of even date

For PNAM&Co.LLP

Chartered Accountants

Firm Registration per \$01097N/N500395

Mohit Gup
Partner

Membership No.

Place: New Delly

1 /

Director

Mr Husayn Sassa

Nohammad Arshad Goodur Mr Husa ctor Director

For and on behalf of the Board of Directors of

Gaja Advisors Ltd

Place: Mauritius

Date: 17 January 2025

Place: Mauritius

Date: 17 January 2025

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

1.1 Corporate Information

Gaja Advisors Ltd (the "Company") was incorporated and domiciled in Mauritius under the Companies Act 2001 as a private company limited by shares. Its registered address is 14 Poudrière Street, Office 905, 9th Floor, Sterling Tower, Port Louis, Mauritius. It holds a Global Business Licence and an Investment Advisor Licence (Restricted) under the Financial Services Act 2007 and a Tax Residence Certificate granted by the Mauritius Revenue Authority. The Company's primary activity is identifying, evaluating, structuring and recommending investments to be made by Gaja Capital Fund I Ltd, Gaja Capital Fund I-B, Ltd, Gaja Capital Fund II Limited and Gaja Capital Fund 2021 Limited and the disposition of those investments.

1.2 Material accounting policies

a) Basis of Preparation

Gaja Advisors Ltd (the "Company"- incorporated in Mauritius) is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in Mauritius and which have been audited by local auditor of Mauritius. The Company is a wholly owned subsidiary of Gaja Alternative Asset Management Private Limited ("Holding Company"). The Management of Holding Company has prepared the special purpose financial statemens by converting the audited financial statements from accounting principles generally accepted in Mauritius to accounting principles generally accepted in India (Indian Accounting Standards "IND AS") in presentation currency (INR) to facilitate the consolidation of special purpose financial statements of Holding Company. To facilitate the conversion the management has regrouped and reclassify certain items of financial statements in pursuance with accounting principles generally accepted in India (Indian Accounting Standards "IND AS").

b) Use of estimates and critical accounting judgements

In the preparation of the financial statements, the Company makes judgements in the application of accounting policies; and estimates and assumptions which affects carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The Company uses the following critical accounting estimates and judgements in preparation of its financial statements.

c) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately

recognised in the statement of profit and loss. Trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets

Cash and bank balances

Cash and bank balances consist of:

- (i) Cash and cash equivalents which includes cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have original maturities of less than three months. These balances with banks are unrestricted for withdrawal and usage.
- (ii) Other balances with bank which also include balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortised cos

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if such financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and to sell such financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company in respect of certain equity investments (other than in associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

These investments are held for medium or long-term strategic purpose. The Company has chosen to designate these investments in equity instruments as fair value through other comprehensive income as the management believes this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in the statement of profit and loss.

Financial assets not measured at amortised cost or at fair value through other comprehensive income are carried at fair value through profit and loss.

Mauritius

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as debt or equity Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

d) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

The following specific recognition criteria must also be met before revenue is recognized:

Income from services: Revenues from services is recognised based upon the specific terms of the contract/pro rata basis and is recognized to the extent it is probable that the economic benefits will flow to the Company, revenue can be reliably measured and when no significant uncertainty exists regarding the collectability of the same. The Company collects Goods and Service Tax (GST) on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

e) Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation, legal or constructive, as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

The Company uses significant judgements to assess 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 more uncertain future events not wholly within the control of the Company or a present obligation that arises from past event where it is either not probable that an outflow of resources will be utilised to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

f) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of 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 are adjusted for the effects of all dilutive potential equity shares.

g) Recent Accounting Pronouncements

No new amendments to Ind AS has been notified by the Ministry of Corporate Affairs ("MCA") during the current financial year.

Notes to the special purpose financial statements for the year ended March 31, 2024 (All amounts in INR as stated otherwise)

2 Investments

	Non-Current			
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023		
-Investments in equity instruments (at FVTPL) (Unquoted)				
Gaja Capital Fund I Ltd - Class C Shares	14,13,521	13,80,389		
Gaja Capital Fund I-B Ltd - Class C Shares	1,35,316	1,80,058		
Gaja Capital Fund II Ltd - Class C Shares	1,20,392	1,08,479		
Gaja Capital Fund 2021 Ltd - Class C Shares	83	82		
Total	16,69,312	16,69,008		
Aggregate amount of unquoted investments	16,69,312	16,69,008		

Aggregate amount of unquoted investments 16,69,312 16,69,008
Aggregate amount of impairment in value of investments 16,69,312 16,69,008

3 Trade receivables

	Current			
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023		
Unsecured, considered good	60,73,89,042	35,18,74,155		
Unsecured, where significant increase in credit risk	_	-		
Unsecured, credit impaired	-			
	60,73,89,042	35,18,74,155		
Less: Provision for doubtful debts	_			
Less: Allowance for credit impairment	_	·		
Total	60,73,89,042	35,18,74,155		

- a) Refer note 14 for details with respect to credit risk.
- b) Amounts receivables from related parties are disclosed in note 16.

4 Cash & cash equivalents

Particulars	Curr	Current		
	For the year ended March 31, 2024	For the year ended March 31, 2023		
Balances with banks - In current accounts	18,98,15,788	9,83,83,529		
Total	18,98,15,788	9,83,83,529		

Mauritius

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

5 Other financial assets

Particulars	Curr	Current			
	For the year ended March 31, 2024	For the year ended March 31, 2023			
Security Deposits	1,52,513	1,50,331			
Advances Recoverable in Cash	9,88,67,094	9,06,25,671			
Total	9,90,19,607	9,07,76,002			

6 Other Current assets

Particulars		Current		
		For the year ended March 31, 2024	For the year ended March 31, 2023	
Prepaid expenses		20,85,119	17,96,388	
Advances to suppliers		2,28,122	-	
Total		23,13,241	17,96,388	

>>>Space intentionally left blank<<<

Mauritius

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

7 Equity Share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Issued, Subscribed and Paid up share capital		·
1 Management Share(March 31, 2023: 1) of USD 1/- at Foreign Exchange Rate of INR 83.37		•
(March 31, 2023: INR 82.18)	83	82
20,000 Class A shares(March 31, 2023: 20,000) of USD 1/- each at Foreign Exchange Rate of		02
INR 83.37 (March 31, 2023: INR 82.18)	16,67,478	16.43.614
1 Class B share(March 31, 2023: 1) of USD 1/- at Foreign Exchange Rate of INR 83.37 (March	1	
31, 2023: INR 82.18)	83	82
1 Class B1 share(March 31, 2023: 1) of USD 1/- at Foreign Exchange Rate of INR 83.37 (March		
31, 2023: INR 82.18)	83	82
Total	16,67,727	16,43,860

Terms/rights attached to equity shares

Management shares:

- a) Management shares shall be issued at USD 1 and not be redeemable;
- b) Management shares shall carry the right to one vote on a poll at a meeting of the Company called for that class of shares on any resolution:
- c) Management shares shall carry the right to amend, revoke and adopt the constitution; and
- d) Entitlements to the profits, after deduction of all applicable expenses, made out of Advisory Fee II and Carried Interest Distributions II made to the Company by Gaja Capital Fund II Limited.

Class A shares:

- a) Entitlement to the profits, after deduction of all applicable expenses, made out of Advisory Fee I and Carried Interest Distributions I made to the Company by Gaja Capital Fund I Ltd and Gaja Capital Fund I-B, Ltd;
- b) Class A Shares shall not carry any right to vote; and
- c) Class A shares shall be redeemable shares at the option of the Company.

Class B shares:

- a) Entitlements to the profits, after deduction of all applicable expenses, made out of Advisory Fee made to the Company by Gaja Capital Fund II Limited;
- b) Class B Shares shall not carry any right to vote; and
- c) Class B shares shall be redeemable shares at the option of the Company.

Class B1 shares:

- a) Entitlements to the Carried Interest Distributions II made to the Company by Gaja Capital Fund II Limited;
- b) Class B1 Shares shall not carry any right to vote; and
- c) Class B1 shares shall be redeemable shares at the option of the Company.

Class C shares:

- a) Entitlement to the profits, after deduction of all applicable expenses, made out of Advisory Fee IV and Carried Interest Distributions IV made to the Company by Gaja Capital Fund 2021 Limited:
- b) Class C shares shall have the right to receive notice of and to attend shareholder meetings generally and class meetings of the Class C shares and to vote only on matters affecting their rights at class meetings but shall not carry any right to vote on general corporate matters submitted to the shareholders;
- c) On a winding up, the right to participate in the distribution of surplus assets of the Company; and
- d) Class C Shares shall be redeemable shares at the option of the Company only.

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

8 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Retained Earnings		
Balance as at the beginning of the year	37,21,74,656	37,11,33,910
Add: Profit/ (loss) for the year	25,45,89,211	10,40,746
Balance at the end of the year	62,67,63,868	37,21,74,656
Foreign currency translation Reserve		
Balance as at the beginning of the year	4,37,98,742	1,21,17,023
Movement during the year	78,28,531	3,16,81,719
Balance at the end of the year	5,16,27,272	4,37,98,742
Total	67,83,91,140	41,59,73,398

Retained earnings: Retained earnings are the profits that the Company has earned till date, less any transfer to general

reserve, dividends or other distributions paid to shareholders. Retained earning is free reserve available to the Company.

Other Comprehensive Income: Other Comprehensive Income includes Acturial Gains/(Losses) on defined benefits plans, net of taxes, that will not be reclassified to statement of profit & loss and Foreign Currency Translation Reserve arising from translation differences of subsidiaries companies.

>>>Space intentionally left blank<<<

Mauritius

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

9 Trade payables

	Cu	rrent
Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of Micro and Small EnterprisesTotal outstanding dues of creditors other than Micro and Small	-	-
Enterprises	21,46,26,686	12,61,76,631
Total	21,46,26,686	12,61,76,631

Amounts Payable to related parties are disclosed in note 16.

10 Provisions

	Current		
Particulars	As at March 31,		
	2024	As at March 31, 2023	
Provision for employee benefit (Unfunded)			
Provision for Taxation (net)	55,21,437	7,05,193	
Total	55,21,437	7,05,193	

>>>Space intentionally left blank<<<

Mauritius

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

11 Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Services Advisory fees*	35,51,37,818	32,38,04,479
Total	35,51,37,818	32,38,04,479

^{*} Sale of services to related parties are disclosed in 16.

Disclosure on revenue pursuant to Ind AS 115- Revenue

(a) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. The revenues of the Company are entirely domestic. This includes disclosure of revenues by timing of recognition:

Revenue from operations	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue by time		
Revenue recognised at point in time	- 1	-
Revenue recognised over time	35,51,37,818	32,38,04,479
Total	35,51,37,818	32,38,04,479

(b) Contract asset

Trade receivable	For the year ended March 31, 2024	For the year ended March 31, 2023
Trade receivable	60,73,89,042	35,18,74,155
Less : Allowances for expected credit loss		- · · · · · · · · · · · · · · · · · · ·
	60,73,89,042	35,18,74,155

12 Other income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income	24 27 200	
	21,27,298	- .
Dividend Income	5,464	-
Carried interest	18,39,53,301	-
Total	18,60,86,063.00	-

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

13 Other expenses

Particulars	For the year ended	For the year ended
Taracana 5	March 31, 2024	March 31, 2023
Tanal and a Control of		,
Legal and professional charges	24,82,88,433	31,05,45,046
Fair Value change in investment (Measured at FVTPL)	24,589	75,814
Rent	4,25,944	4,38,535
Rates and taxes	4,40,868	4,11,629
Travelling and conveyance	4,85,219	7,48,402
Conference & seminar	42,22,532	48,47,777
Postage and courier	82,792	40,159
Exchange differences (net)	48,433	·
Membership & subscription	55,61,231	43,72,480
Miscellaneous expenses	6,62,161	5,94,683
FSC penalty	7,451	-
Carried Interest Share	2,05,21,264	_
Code of Conduct	1,24,188	~
Professional fees-IMF	91,071	-
Fund Accounting Fees	1,65,584	-
Total	28,11,51,760	32,20,74,525

Notes to the special purpose financial statements for the year ended March 31, 2024 (All amounts in INR as stated otherwise)

14 Fi

 \equiv

Financial instruments - Fair values and risk management Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

		John L	Carrying Amount	Amount	Fair	Fair Value
Particulars	Note No	hierarchy	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Measured at Amortised cost						
Current Financial Assets						
Trade receivables	8	3	60,73,89,042	35,18,74,155	60,73,89,042	35,18,74,155
Cash and cash equivalents	4	3	18,98,15,788	9,83,83,529	18,98,15,788	9,83,83,529
Other financial assets	ro	က	6,90,19,607	9,07,76,002	9,90,19,607	9,07,76,002
Measured at Fair Value through Profit & Loss						•
Non-Current Financial Assets					1	•
Investments in Equity Instruments	2	က	16,69,229	16,68,926	16,69,229	16,68,926
Total Financial Assets			89,78,93,666	54,27,02,612	89,78,93,666	54,27,02,612
Measured at Amortised cost						
Current Financial liabilities						
Trade payables	6	3	21,46,26,686	12,61,76,631	21,46,26,686	12,61,76,631
Total financial liabilities			21,46,26,686	12,61,76,631	21,46,26,686	12,61,76,631

The fair value of trade receivables, cash and cash equivalents, current loans, other current financial assets, trade payables and other current financial liabilities approximate their respective carrying amounts due to short term maturities of these instruments.

The fair values for loans and security deposits except security deposit which are repayable were calculated based on cash flows discounted using a current lending rate. They

are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair value of non-current financial assets and liabilities has been disclosed to be same as carrying value as there is no significant difference in the carrying value and fair

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

) Measurement of fair values

The different levels of fair value have been defined

below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices for instance listed equity instruments, traded bonds and mutual funds that have

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value

an instrument are observable, the instrument is included in level 2. Currently, there are no items falling under Level 2 fair valuation hierarchy.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There have been no valuation under level 1 & Level 2. Further, there have been no transfers in either direction for the years ended March 31, 2024 and March 31, 2023. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at

(iii) Valuation processes and techniques used to determine fair value

transaction, as adjusted for any change in the economic circumstances since the transaction occurred. Where valuation techniques (for example, models) are used to The Company holds investments in unquoted shares, classified as financial assets at fair value through profit or loss. Fair value of the unquoted instrument is determined by using valuation techniques. While deciding on the valuation technique to be used for each particular investment, preference is given to the price of the most recent determine fair values, they are validated and periodically reviewed by experienced personnel. Models are calibrated by back testing to actual transactions to ensure the outputs are reliable. Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations requires the directors and portfolio companies to make estimates.

The Company holds investments in 4 unquoted funds, Gaja Capital Fund I Ltd, Gaja Capital Fund I-B, Ltd, Gaja Capital Fund II Limited and Gaja Capital Fund 2021 Limited. The ${\sf most}$ appropriate valuation method used for this investment is the net asset value (" ${\sf NAV}$ ") method.

The valuation techniques adopted by the Company make use of observable data, assumptions and estimates, to which the Board relies on for their valuation of the financial assets at fair value through profit or loss. Given the inherent uncertainty in the valuation and the underlying assumptions involved, the resulting fair value of the financial assets at fair value through profit or loss could differ from the value that would have been used had a ready market for those similar assets existed or from the value at which those assets could have been disposed of at arm's length transactions,

(iv) Financial risk management

The Company's financial liabilities comprise mainly of borrowings, trade payables, lease liabilities and other payables. The Company's financial assets comprise mainly of trade receivables, loans, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets. The Company's financial risk management is an integral part of how to plan and execute its business

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

- Credit risk
- Liquidity risk and
- Market risk.

Notes to the special purpose financial statements for the year ended March 31, 2024 [All amounts in INR as stated otherwise]

(v) Risk management framework

markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors have overall responsibility for the establishment and oversight of The Company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk The Company's focus is to foresee the unpredictability of financial the Company's risk management framework. The Board of Directors have established a risk management policy to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework

(a) Credit risk

The Company measures credit risk and ECL using probability of default, exposure at default and loss given default. Management considers both historical analysis and forward-looking information in determining any ECL. Management considers the probability of default to be close to zero as the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognised based on 12-month ECL as any such impairment would be wholly insignificant to the Company

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's primary sources of liquidity include cash at bank which is sufficient to meet most of the financial liabilities. The Company seeks to increase income from its existing business by maintaining quality standards and by controlling operating expenses

(c) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk

(i) Foreign Exchange Risk

Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency. The functional currency of the company is USD and most of financial assets and financial liabilities of the company are denominated in USD. Therefore, the exposure to foreign exchange risk is minimal.

(ii) Interest rate risk

interest rate risk arises from the effects of fluctuations in the prevailing levels of market interest rates on the fair value of financial assets and liabilities and future cash flow.

Substantially all of the cash at bank is non-interest bearing and the Company has no other interest-bearing assets. The exposure to interest rate risk is insignificant.

(vi) Capital management

The Company considers total equity as shown in the balance sheet including retained profit to be managed capital. The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development

Mauritius

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

15 Earning per share

The following reflects the profit and share data used in the basic and diluted EPS computations:

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
(a) Basic			
Net profit attributable to equity shareholders	A	25,45,89,211	10,40,746
Weighted average number of equity shares outstanding during the		20,003	20,003
year	В	l .	
Basic earning per share	C= A/B	12,728	52
(b) Diluted			
Net profit attributable to equity shareholders and potential	1		'
shareholders	D	25,45,89,211	10,40,746
Weighted average number of equity shares and potential	1	}	
shareholders	E	20,003	20,003
Diluted earning per share	F= D/E	12,728	52
9			

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

16 Related Party Transactions during the year

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Expenses:		N. Carlotte
Legal and professional charges		
- IQ EQ Fund Services (Mauritius) Ltd	10,39,041	6,86,878
- Gaja Alternative Asset Management Limited		
(Formerly Gaja Alternative Asset Management Private Limited) (Investment Advisor)	14,63,45,300	14,16,56,599
- Gaja Alternative Asset Management Limited		
(Formerly Gaja Alternative Asset Management Private Limited) (Branding Fees)	1,65,79,872	1,53,87,053
- Gaja Corporate Advisors Private Ltd	2,11,94,789	3,52,77,609
- Gaja Advisors Ltd (Cayman Islands) (Parent Company)	1,65,58,429	80,31,785
Income:		
Legal and professional charges		
- Gaja Capital Fund II Limited (Group Company)	27,65,41,413	28,86,93,289
- Gaja Capital Fund 2021 Ltd (Group Company)	5,50,56,363	1,90,47,620
Reimbursement of expenses		
- GPE (India) Ltd	1,24,32,814	65,69,519
- Gaja Capital Fund II Limited	3,94,753	• ·
- Gaja Capital Fund 2021 Limited	2,35,40,042	1,60,63,571
Advance repaid		e H
- Gaja Capital Fund II Limited		•
Advance given		
- GPE JV1 Ltd	31,27,473	13,53,436
- Gaja Capital Fund I- B Ltd	23,26,294	24,94,673
- GPE (India) Ltd	7,03,733	92,36,553
- Gaja Capital Fund I Ltd	48,84,737	53,17,845
- GCFII-B	11,11,402	17,51,331
- GCF-SI	3,68,425	1,69,712

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

Related Party Balance outstanding during the year

Particulars	As at March 31, 2024	As at March 31, 2023
Balance (Payable) / Receivable		
- Gaja Alternative Asset Management Limited	(11,84,26,205)	(3,94,98,099)
(Formerly Gaja Alternative Asset Management Private Limited)	·	
(Investment Advisor))	
-Gaja Alternative Asset Management Limited	(1,66,96,374)	(1,57,43,932)
(Formerly Gaja Alternative Asset Management Private Limited)	1	·
(Branding Fees)	1	·
- Gaja Corporate Advisors Private Ltd	(1,48,98,916)	(67,32,654)
- Gaja Capital Fund II Limited (Group Company)	6,91,00,872	1,82,24,310
- Gaja Capital Fund 2021 Ltd (Group Company)	1,46,00,020	51,199
- Gaja Advisors Ltd (Cayman Islands) (Parent Company)	-	(61,63,553)
- GPE (India) Ltd	1,95,77,442	69,56,268
- Gaja Capital Fund II Limited	3,97,527	-
- Gaja Capital Fund 2021 Limited	-	1,64,36,140
- GPE JV1 Ltd	97,42,407	64,98,603
- Gaja Capital Fund I- B Ltd	75,35,333	51,78,206
- GPE (India) Ltd	3,86,37,633	3,75,47,376
- Gaja Capital Fund I Ltd	1,98,06,304	1,46,74,186
- GCFII-B	29,18,420	
- GCF-SI	55,861	1,73,648

Mauritius

Notes to the special purpose financial statements for the year ended March 31, 2024

(All amounts in INR as stated otherwise)

17 Disclosure pursuant to IND AS 116"Operating Leases"

The Company has short-term operating leases and rental expense recognised in statement of profit and loss account for short-term leases on a straight line basis amounting to INR 4,25,944 for the year ended March 31, 2024 (March 31, 2023: INR 4,38,535).

18 **Provisions, Contingencies and Commitments**

The company does not have any contingent liabilities and capital commitments as on March 31, 2024 (March 31, 2023: Nil)

19 **Segment Information**

The Chief Operational Decision Maker monitors the operating results as one single business segment for the purpose of making decisions about resource allocation and performance assessment and hence in accordance with Ind AS 108 "Operating Segment" there are no additional disclosures to be provided other than those already provided in the financial statements.

- 20 There are no subsequent events which were observed after the reported period which have an impact on the Company operations.
- 21 The Current Year refers to the period from April 01, 2023 to March 31, 2024. (Previous year refers to the period from April 01, 2022 to March 31, 2023). The previous year figures have been regrouped, rearranged and reclassified wherever necessary to conform to this year's classification. Also, figures as on the date of transition are regrouped, rearranged and reclassified wherever necessary to conform with current year's classification.

For PNAM&Co.LLP

Chartered Accountants

Firm Registration no. 001092N/N500395

Partner

Membership No. \$181749

Place: NPW Dellu

Date: 17-01-2025

For and on behalf of the Board of Directors of Gaja Advisors Ltd

Mr Mohammad Arshad Goodur

Director

Mr Husayn Sassa Director

Place: Mauritius

Place: Mauritius Date: 17 January 2025 Date: 17 January 2025