

B S R & Associates LLP

Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai - 400 011
India

Telephone +91 (22) 4345 5300
Fax +91 (22) 4345 5399

Independent Auditor's Report

To the Partners of PenBrook Investment Manager LLP

Opinion

We have audited the financial statements of PenBrook Investment Manager LLP (the "Entity"), which comprise the Statement of assets and liabilities as at 31 March 2020 and the Statement of income and expenditure for the year then ended and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Entity give a true and fair view of the financial position of the Entity as at 31 March 2020 and of its financial performance for the year then ended in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and provisions of the Limited Liability Partnership Act, 2008.

This certificate is issued solely to comply with the Limited Liability Partnership Rules, 2009 and may not be suitable for any other purpose. Accordingly, our certificate should not be quoted or referred to in any other document made available to any other person or persons without prior written consent.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) issued by ICAI. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Entity in accordance with the Code of Ethics issued by ICAI and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to Going concern

We draw attention to Note 14 in the financial statements, which states that the Entity is having sufficient cash to meet its liabilities for next year. Further, the management has plans to launch portfolio management services in foreseeable future. Also, as detailed in the above note the impact of COVID-19 pandemic on the LLP business is dependent on future developments, which are highly uncertain at this time. Our opinion is not modified in respect of this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the aforesaid Accounting Standards and provisions of the Limited Liability Partnership Act, 2008, to the extent applicable, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent Auditor's Report (*Continued*)

PenBrook Investment Manager LLP

Responsibilities of Management for the Financial Statements

In preparing the financial statements, management is responsible for assessing the entity'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 entity or to cease operations, or has no realistic alternative but to do so.

Management is responsible for overseeing the entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.

Independent Auditor's Report (Continued)
PenBrook Investment Manager LLP

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings.

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231 W/W-100024



Ritesh Goyal

Partner

Membership No: 115007

UDIN: 20115007AAAACA4193

Mumbai

Date: **24 JUL 2020**

PenBrook Investment Manager LLP

Statement of assets and liabilities

as at 31 March 2020

(Currency: Indian rupees)

Particulars	Note	31 March 2020	31 March 2019
LIABILITIES			
Partner's funds			
Partner's capital contribution	3	2,16,29,585	2,11,88,417
		<u>2,16,29,585</u>	<u>2,11,88,417</u>
Current liabilities			
Trade payables	4	1,18,917	3,79,536
Other current liabilities	5	8,920	34,097
		<u>1,27,837</u>	<u>4,13,633</u>
Total liabilities		<u>2,17,57,422</u>	<u>2,16,02,050</u>
ASSETS			
Non-current assets			
Deferred tax asset (net)	6	54,240	81,360
Other non-current assets	7	2,14,399	1,64,073
		<u>2,68,639</u>	<u>2,45,433</u>
Current assets			
Cash and cash equivalents	8	2,06,99,426	2,05,27,621
Other current assets	9	7,89,357	8,28,996
		<u>2,14,88,783</u>	<u>2,13,56,617</u>
Total assets		<u>2,17,57,422</u>	<u>2,16,02,050</u>

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/W-100024



Ritesh Goyal

Partner

Membership No: 115007

Mumbai

Date: 24 JUL 2020

For and on behalf of Partners of
PenBrook Investment Manager LLP



Prashant Sagwekar

Designated Partner

Mumbai

Date: 30 June 2020



Amit Gupta

On behalf of

(PenBrook Capital Advisors

Private Limited)

PenBrook Investment Manager LLP

Statement of income and expenditure

for the year ended 31 March 2020

(Currency: Indian rupees)

Particulars	Note	31 March 2020	31 March 2019
Income			
Other income	10	11,73,016	12,09,703
Total income		<u>11,73,016</u>	<u>12,09,703</u>
Expenses			
Other expenses	11	20,13,689	6,22,784
Total expenses		<u>20,13,689</u>	<u>6,22,784</u>
Surplus/ (deficit) before tax		(8,40,673)	5,86,919
Tax expenses			
- Current tax		-	1,57,010
- Short/(excess) provision written back		425	(37,043)
- Deferred tax charge/(benefit)		27,120	63,119
Surplus/ (deficit) transferred to partners		<u>(8,68,218)</u>	<u>4,03,833</u>

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached

For **BSR & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024



Ritesh Goyal
Partner
Membership No: 115007

Mumbai
Date: 24 JUL 2020

For and on behalf of Partners of
PenBrook Investment Manager LLP



Prashant Sagwekar
Designated Partner

Mumbai
Date: 30 June 2020



Amit Gupta
On behalf of
(PenBrook Capital Advisors
Private Limited)

PenBrook Investment Manager LLP

Notes to the financial statements

for the year ended 31 March 2020

(Currency: Indian rupees)

1. Background

PenBrook Investment Manager LLP (“LLP”) has been incorporated on 9 September 2017 under the provisions of Limited Liability Partnership Act 2008 (“Act”) and Limited Liability Partnership Rules 2009 (“Rules”). PenBrook Capital Advisors Private Limited and Mr. Prashant B. Sagwekar shall be collectively referred to as “Partners” and severally as “Partner”. The duration of the LLP shall be for an indefinite period.

LLP is created to provide services of investment manager, portfolio manager, adviser, consultants, representatives, agent in India or in any other country for any venture capital funds, alternative investment funds, mutual funds, unit trusts, investment trusts, pension funds, provident funds or superannuation funds and to carry on the business of providing financial advice and facilities of every description, including (but without limiting the generality of the foregoing words) all those capable of being provided by investment and fund managers and advisors, promoters and managers of venture capital funds, alternative investment funds, mutual funds, unit trust and other investment media, issue houses and financiers and to do all acts in furtherance of the same.

In the previous year, LLP has received SEBI approval under Portfolio Management Scheme (PM/INP000006095) on 23 July 2018. LLP has appointed Axis Bank Limited as a custodian and fund accountant for portfolio management services.

2. Significant accounting policies

2.1 Basis of preparation of financial statements

These financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India (“ICAI”), to the extent applicable, and conform to the generally accepted accounting principles prevailing in India except where otherwise stated.

The LLP is a Level III enterprise as defined in the applicability of the Accounting Standards (AS) issued by the ICAI. Accordingly, the LLP has complied with AS as applicable to Level III enterprise.

2.2 Current / Non-current classification

The LLP presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- a. Expected to be realised or intended to be sold or consumed in its normal operating cycle;
- b. Held primarily for the purpose of trading;
- c. Expected to be realised within twelve months after the reporting period, or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.



PenBrook Investment Manager LLP

Notes to the financial statements (*Continued*)

for the year ended 31 March 2020

(Currency: Indian rupees)

2. Significant accounting policies (*Continued*)

2.2 Current / Non-current classification (*Continued*)

A liability is current when:

- a. It is expected to be settled in its normal operating cycle;
- b. It is held primarily for the purpose of trading;
- c. It is due to be settled within twelve months after the reporting period; or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The LLP classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The LLP has identified twelve months as its operating cycle.

2.3 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make judgments, estimates and assumptions that affect the applications of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. The actual results could differ from those estimates and assumptions used in preparing the accompanying financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.4 Revenue recognition

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

2.5 Provision and contingencies

The LLP creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.



PenBrook Investment Manager LLP

Notes to the financial statements (Continued)

for the year ended 31 March 2020

(Currency: Indian rupees)

2. Significant accounting policies (Continued)

2.6 Taxation

Income tax

Income tax expense comprises current tax and deferred tax expense or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the year).

Current tax

Provision for current income-tax is recognized based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

Deferred tax

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets is recognised for the future tax consequence attributable to the timing differences between the surplus/ deficit offered for income taxes and surplus/ deficit as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised when there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised to the extent there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.



PenBrook Investment Manager LLP

Notes to the financial statements (Continued)

as at 31 March 2020

(Currency: Indian rupees)

3 Partner's capital

Particulars	31 March 2020			31 March 2019		
	PenBrook Capital Advisors Private Limited	Prashant Sagwekar	Total	PenBrook Capital Advisors Private Limited	Prashant Sagwekar	Total
A Partner's capital contribution						
Fixed:						
Opening balance	2,04,99,000	1,000	2,05,00,000	2,04,99,000	1,000	2,05,00,000
Add: Contribution	-	-	-	-	-	-
Less: Withdrawal	-	-	-	-	-	-
	<u>2,04,99,000</u>	<u>1,000</u>	<u>2,05,00,000</u>	<u>2,04,99,000</u>	<u>1,000</u>	<u>2,05,00,000</u>
Floating:						
Opening balance	4,78,378	-	4,78,378	1,00,000	-	1,00,000
Add: Contribution	13,09,386	-	13,09,386	3,78,378	-	3,78,378
Less: Withdrawal	-	-	-	-	-	-
	<u>17,87,764</u>	<u>-</u>	<u>17,87,764</u>	<u>4,78,378</u>	<u>-</u>	<u>4,78,378</u>
B Reserve and surplus						
Opening balance	2,10,039	-	2,10,039	(1,93,794)	-	(1,93,794)
(Deficit) / Surplus for the year	(8,68,218)	-	(8,68,218)	4,03,833	-	4,03,833
	<u>(6,58,179)</u>	<u>-</u>	<u>(6,58,179)</u>	<u>2,10,039</u>	<u>-</u>	<u>2,10,039</u>
Closing balance	<u>2,16,28,585</u>	<u>1,000</u>	<u>2,16,29,585</u>	<u>2,11,87,417</u>	<u>1,000</u>	<u>2,11,88,417</u>

The net surplus/ (deficit) of the LLP is allocated entirely to PenBrook Capital Advisors Private Limited in accordance with the LLP Agreement.



PenBrook Investment Manager LLP

Notes to the financial statements (Continued)

as at 31 March 2020

(Currency: Indian rupees)

	31 March 2020	31 March 2019
4 Trade payables		
Trade payable (refer note 12)	1,18,917	3,79,536
	<u>1,18,917</u>	<u>3,79,536</u>
5 Other current liabilities		
Statutory dues payable	8,920	34,097
	<u>8,920</u>	<u>34,097</u>
6 Deferred tax asset (net)		
Deferred tax asset		
(i) on account of pre-incorporation expenses		
Opening balance	81,360	1,44,479
Recognised in profit or loss	27,120	63,119
Closing Balance	<u>54,240</u>	<u>81,360</u>
Deferred tax liability	-	-
	<u>54,240</u>	<u>81,360</u>
7 Other non-current assets		
Advance tax (net of provision for tax Rs. 1,57,435; 31 March 2019: Rs. 1,77,785)	2,14,399	1,64,073
	<u>2,14,399</u>	<u>1,64,073</u>
8 Cash and cash equivalents		
Cash in hand	451	551
Balances with banks		
- in current account	98,975	1,09,77,070
- in deposit account (original maturity less than three months)	2,06,00,000	95,50,000
	<u>2,06,99,426</u>	<u>2,05,27,621</u>
9 Other current assets		
Prepaid expenses	4,36,128	7,70,073
GST input credit	3,47,910	51,564
Interest accrued but not due on fixed deposits	5,319	7,359
	<u>7,89,357</u>	<u>8,28,996</u>



PenBrook Investment Manager LLP

Notes to the financial statements (Continued)

for the year ended 31 March 2020

(Currency: Indian rupees)

	31 March 2020	31 March 2019
10 Other income		
Interest on fixed deposit	11,68,719	12,09,703
Interest on income tax refund	4,297	-
	<u>11,73,016</u>	<u>12,09,703</u>
11 Other expenses		
Payment to auditors		
- Audit fees	50,000	50,000
- Reimbursement of expenses	1,500	2,000
Legal and professional charges	7,10,702	42,000
License fees	3,33,943	2,29,927
Travelling expenses	-	2,87,018
Subscription fees	9,00,001	-
Formation expenses and ROC fees	-	4,750
Miscellaneous expenses	17,543	7,089
	<u>20,13,689</u>	<u>6,22,784</u>



PenBrook Investment Manager LLP

Notes to the financial statements (Continued)

as at 31 March 2020

(Currency: Indian rupees)

12 Related party relationships, transactions and balances

List of related parties:

a. Entities exercising joint control over the LLP

- (i) BPG India LLC
- (ii) Peninsula Land Limited
- (iii) Peninsula Investment Management Company Limited
- (iv) Brookfield Property Group Company LLC
- (v) Brookfield Capital Partners (Bermuda) Ltd

b. Holding company

- (i) PenBrook Capital Advisors Private Limited

d. Key management personnel

- (i) Mr. Prashant B. Sagwekar
- (ii) Mr. Sriram Ganeshan (upto 03 December 2018)
- (iii) Mr. Amit Gutpa (from 02 December 2018)

Details of transactions with related parties are as follows:

Particulars	Transaction value		Balance outstanding	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Capital investment				
PenBrook Capital Advisors Pvt Ltd				
- Fixed Capital	-	-	2,04,99,000	2,04,99,000
- Floating Capital	13,09,386	3,78,378	17,87,764	4,78,378
Mr. Prashant B. Sagwekar				
- Fixed Capital	-	-	1,000	1,000
- Floating Capital	-	-	-	-
Expenses incurred				
PenBrook Capital Advisors Pvt Ltd				
- Travelling expenses	-	2,86,469	-	-
- Reimbursement of expenses	2,500	-	-	-
Trade payables				
PenBrook Capital Advisors Pvt Ltd	-	-	-	3,09,386
Mr. Prashant B. Sagwekar	-	-	2,500	-



PenBrook Investment Manager LLP

Notes to the financial statements (Continued)

for the year ended 31 March 2020

(Currency: Indian rupees)

13. Due to Micro and small suppliers

As per the information available with the LLP, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the LLP owes dues on account of principal and interest thereon at any time during the year. Accordingly, no additional disclosures have been made.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the LLP. This has been relied upon by the statutory auditors of the LLP.

14. Going concern and COVID-19 impact

LLP does not have any operating revenues during the year. However, LLP has sufficient cash balance to meet its liabilities for next year. Further, management has plans to launch portfolio management services in foreseeable future. Hence, the financial statements are prepared on a going concern basis.

LLP has evaluated impact of COVID-19 pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial statements as at 31 March 2020. However, there remains a high level of uncertainty about the duration of the lockdown and the time required for operations to normalise. The extent to which the COVID-19 pandemic will impact the LLP's business and future business plans at this time is dependent on future developments.

15. Contingent liability and commitments

There is no contingent liability and commitments as at 31 March 2020 (Previous year: Rs. Nil)

As per our report of even date attached

For **BSR & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/W-100024



Ritesh Goyal

Partner

Membership No: 115007

Mumbai

Date: 24 JUL 2020

For and on behalf of
PenBrook Investment Manager LLP



Prashant Sagwekar

Designated partner

Mumbai

Date: 30 June 2020



Amit Gupta

on behalf of

(PenBrook Capital
Advisors Private Limited)