

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
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Independent Auditor's Report

To the Members of Edward Keventer (Successors) Private Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Edward Keventer (Successors) Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

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5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 financial statements dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - e. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. as detailed in Note 22 to the financial statements, the Company has disclosed the impact of pending litigations on its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;



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

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For Walker Chandiook & Co LLP

(Formerly Walker, Chandiook & Co)

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Nitin Kohli

per Nitin Kohli

Partner

Membership No.: 507771



Place: New Delhi

Date: 18 May 2015

Walker Chandiook & Co LLP

Annexure to the Independent Auditor's Report of even date to the members of Edward Keventer (Successors) Private Limited, on the financial statements for the year ended 31 March 2015

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
- (iv) Owing to the nature of its business, the Company does not maintain any physical inventories or sell any goods and services. Accordingly, clause 3(iv) of the Order with respect to purchase of inventories and sale of goods and services is not applicable. In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products/services and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii)(a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.



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Annexure to the Independent Auditor's Report of even date to the members of Edward Keventer (Successors) Private Limited, on the financial statements for the year ended 31 March 2015

- (b) The dues outstanding in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Amount paid under protest (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Demand u/s 143(3)	193,159,372	270,610,892	Assessment year 2006-07	High Court of Delhi
Income Tax Act, 1961	Penalty u/s 271(1)(c)	915,410	-	Assessment year 2008-09	Commissioner of Income Tax (Appeals)

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder. Accordingly, the provisions of clause 3(vii)(c) of the Order are not applicable.
- (viii) In our opinion, the Company's accumulated losses at the end of the financial year are more than fifty percent of its net worth. The Company has incurred cash losses in the current and the immediately preceding financial year.
- (ix) The Company has no dues payable to a financial institution or a bank or debenture-holders during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- (x) In our opinion, the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are not, *prima facie*, prejudicial to the interest of the Company.
- (xi) The Company did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(xi) of the Order are not applicable.
- (xii) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

Walker Chandiok & Co LLP
For Walker Chandiok & Co LLP
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Nitin Kohli
per Nitin Kohli
Partner
Membership No.: 507771



Place : New Delhi
Date : 18 May 2015

EDWARD KEVENTER (SUCCESSORS) PRIVATE LIMITED
Balance Sheet as at 31 March 2015

	Note	2015 (₹)	2014 (₹)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	9,615,000	9,615,000
Reserves and surplus	3	<u>(532,964,775)</u>	<u>(435,469,548)</u>
		<u>(523,349,775)</u>	<u>(425,854,548)</u>
Non-current liabilities			
Long-term borrowings	4	2,990,527,150	2,613,027,150
Other long-term liabilities	5	5,000,000	5,000,000
		<u>2,995,527,150</u>	<u>2,618,027,150</u>
Current liabilities			
Trade payables	6	861,772	1,895,510
Other current liabilities	7	508,422,858	334,329,764
		<u>509,284,630</u>	<u>336,225,274</u>
		<u>2,981,462,005</u>	<u>2,528,397,876</u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	8	119,182	126,471
Capital work in progress	9	2,724,040,676	2,420,568,250
Non-current investments	10	11,876,625	11,876,625
Long-term loans and advances	11	243,362,380	93,125,668
Other non-current assets	12	200,000	200,000
		<u>2,979,598,863</u>	<u>2,525,897,014</u>
Current assets			
Cash and cash equivalents	13	1,863,142	2,500,862
		<u>1,863,142</u>	<u>2,500,862</u>
		<u>2,981,462,005</u>	<u>2,528,397,876</u>

Notes 1 to 26 form an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants

Nitin Kohli
per Nitin Kohli
Partner



Place : New Delhi
Date : 18 May 2015

For and on behalf of the Board of Directors

Andi Goyal
Andi Goyal
Director
(DIN - 00007991)

Deepak Banerjee
Deepak Banerjee
Director
(DIN - 00010467)

EDWARD KEVENTER (SUCCESSORS) PRIVATE LIMITED
Statement of Profit and Loss for the year ended 31 March 2015

	Note	2015 (₹)	2014 (₹)
INCOME			
Other income	14	<u>237,054</u>	<u>124,508</u>
		<u>237,054</u>	<u>124,508</u>
EXPENSES			
Finance costs	15	94,227,323	335,503,658
Other expenses	16	3,497,669	18,147,966
Depreciation	8	<u>7,289</u>	<u>7,289</u>
		<u>97,732,281</u>	<u>353,658,913</u>
Loss for the year		<u>(97,495,227)</u>	<u>(353,534,405)</u>
Loss per share (₹) (Basic and diluted)	17	(101.40)	(367.69)

Notes 1 to 26 form an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

Walker Chandiook & Co LLP
 For Walker Chandiook & Co LLP
 (formerly Walker, Chandiook & Co)
 Chartered Accountants

Nitin Kohli
 per Nitin Kohli
 Partner



Place : New Delhi
 Date : 18 May 2015

For and on behalf of the Board of Directors

Atul Goyal
 Atul Goyal
 Director
 (DIN - 00007791)

Deepak Banerjee
 Deepak Banerjee
 Director
 (DIN - 00010467)