



Nath Ahuja & Co.
Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of SACHDEVA BROTHERS PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of SACHDEVA BROTHERS PRIVATE LIMITED ('the Company') which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year ended 31 March 2016, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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 standalone 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. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. 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.

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.

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 control relevant to the Company's preparation of the financial statements that give a true and fair view in



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order to design audit procedures that are appropriate in the circumstances. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 statement of affairs of the Company as at 31 March 2016 and its profit and Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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.
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 appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of written representations received from the directors as on 31 March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016, 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"; and

g. 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:

- a. The Company does not have any pending litigations which would impact its financial position.
- b. The Company does not have any long term, contracts including derivate contracts for which provision would be required to be made under the applicable law or accounting standards, for material foreseeable losses.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Nath Ahuja & Co.

Chartered Accountants

Firm's registration number: 001083N


N. Ahuja
Proprietor
Membership No. 80178

New Delhi

26th May, 2016

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

i) In respect of its fixed assets:

(a) According to the information and explanations given to us, Clause (a) is not applicable as the Company does not have any fixed assets.

ii) In respect of its inventories:

(a) As informed and represented to us, Clause (a) is not applicable as the Company does not have any inventories.

iii) In respect of loans granted by the company:

(a) The Company has not granted any loans, secured or Unsecured to Companies firms or other parties covered under register maintained under section 189 of the Companies Act, 2013.

(b) Accordingly, para 3(ii)(b) and 3(ii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount and interest.

iv) In our opinion and according to the information and explanations given to us, the Company does not have any loan & investment to be disclosed under section 185 & 186 of the Companies Act, 2013.

v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public during the year. Therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under are not applicable to the Company.

vi) We have been informed by the management that no cost records have been prescribed under section 148 (1) of the Companies Act, for any of the products sold or services rendered by the company.

vii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company is regular in depositing undisputed statutory dues including Service Tax, Income Tax and other material statutory dues as applicable with appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax or any other material statutory dues were outstanding, as at 31 March 2016 for a period of more than six months from the date they became payable.

According to the information and explanations given to us, there are no dues of Service Tax, Income Tax, Sales Tax and Excise Duty which have not been deposited on account of any dispute as at March 31, 2016.

viii) According to the information and explanations given to us, the company has not taken any loans from financial institutions or banks so there is no default in repayment of dues to financial institutions or banks or bond holders.

ix) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers has been noticed or reported during the course of our audit.

x) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not have any managerial remuneration in the financial year under consideration.

xi) During the course of our examination of the books of account, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud on or by the company, noticed or reported during the year, nor have we been informed of such cases by the management.

xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

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 financial statements as required by the applicable accounting standards.

xiv) According to the information and explanations given to us and based on 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.

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 with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

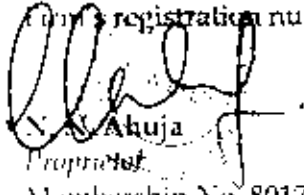
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xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Nath Ahuja & Co.

Chartered Accountants

Company registration number: 001083N



N. N. Ahuja
Proprietor

Membership No. 80178

New Delhi

26th May, 2016

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")

We have audited the internal financial controls over financial reporting of **SACHDEVA BROTHERS PRIVATE LIMITED** ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 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.

Auditors' Responsibility

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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 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.

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 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 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 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.

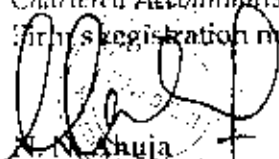
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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.

For Nath Ahuja & Co.

Chartered Accountants

Firm's registration number: 001083N



Proprietor

Membership No. 80178

New Delhi

26th May, 2016

SACHDEVA BROTHERS PRIVATE LIMITED
 Regd. Office :- 201, VIPPS CENTRE,
 MASJID MOTH, G.K. -II, NEW DELHI-
 110048
 CIN NO. U15311DL1986PTC222606

Balance Sheet as at 31st March,2016

(Amount in Rs.)


PARTICULARS	Note	As at 31 st March,2016	As at 31 st March,2015
EQUITY AND LIABILITIES			
Shareholder's Fund			
Share Capital	2	1,583,500	1,583,500
Reserve and Surplus	3	<u>(1,971,003)</u> (387,503)	<u>(1,935,269)</u> (351,769)
Current Liabilities			
Other Current Liabilities	4	408,735	373,001
TOTAL		<u>21,232</u>	<u>21,232</u>
ASSETS			
Current Assets			
Short Term Loans and Advances	5	21,232	21,232
TOTAL		<u>21,232</u>	<u>21,232</u>
Significant Accounting Policies Notes on Financial Statements	1		


In terms of our separate report of even date attached

FOR AND ON BEHALF OF THE BOARD

For NATHAHUJA & CO.
 CHARTERED ACCOUNTANTS
 FRN. 001063N

 (N.N. AHUJA)
 PROPRIETOR
 Membership No. 80178


 JUGAL KISHORE ARORA
 DIRECTOR
 DIN No. 00010704


 GURNAM ARORA
 DIRECTOR
 DIN No. 00010731

Place :- New Delhi
 Dated :- 26.05.2016

Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in Rs.)


PARTICULARS	Note	For the Year Ended 31 st March,2016	For the Year Ended 31 st March,2015
INCOME			
Total Revenue		-	-
EXPENDITURE			
Administrative Expenses	6	35,734	43,644
Total Expenses		35,734	43,644
Profit Before Tax		(35,734)	(43,644)
Tax Expenses		-	-
Profit for the year		(35,734)	(43,644)
Earnings per equity share of face value of Rs. 100 each Basic and Diluted (in Rs.)	8	(2.26)	(2.76)
Significant Accounting Policies Notes on Financial Statements	1		


In terms of our separate report of even date attached

FOR AND ON BEHALF OF THE BOARD

For NATH AHUJA & CO.
CHARTERED ACCOUNTANTS
FIRM - 001083N

(N. NATH AHUJA)
PROPRIETOR
Membership No. 80478


JUGAL KISHORE ARORA
DIRECTOR
DIN No. 00010704


GURNAM ARORA
DIRECTOR
DIN No. 00010731

Place :- New Delhi
Dated :- 26.05.2016

Cash Flow Statement for the year ended 31 March 2016

(In Rupees)

Particulars	For the Year Ended 31-March-2016	For the Year Ended 31-March-2015
A. Cash Flow From Operating Activities		
Net Profit before tax & extra ordinary items	(35,734)	(43,644)
Operating profit before working capital changes		
Adjustments for :		
Current Liabilities & Provision	35,734	43,644
Net cash from operating activities	-	-
B. Cash Flow from Investing Activities	-	-
C. Cash Flow from Financing Activities	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents	-	-
- Cash & Cash equivalent at beginning of the year	-	-
- Cash & Cash equivalent at end of the year *	-	-

In terms of our separate report of even date attached

FOR AND ON BEHALF OF THE BOARD

For NAMI AHUJA & CO.
CHARTERED ACCOUNTANTS
FRN 001083N
(N.N.AHUJA)
PROPRIETOR
Membership No. 80178

JUGAL KISHORE ARORA
DIRECTOR
DIN No. 00010704

GURNAM ARORA
DIRECTOR
DIN No. 00010731

Place :- New Delhi
Dated :- 26.05.2016

PARTICULARS	AS AT	AS AT
	31.03.2016	31.03.2015
2 SHARE CAPITAL		
AUTHORISED CAPITAL		
20,000 Equity shares of Rs. 100/- each.	2,000,000	2,000,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
15835 Equity Shares of Rs. 100/- each fully paid-up	1,583,500	1,583,500
	<u>1,583,500</u>	<u>1,583,500</u>

a) The reconciliation of the number of shares outstanding is set out below:

PARTICULARS	AS AT	AS AT
	31.03.2016	31.03.2015
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	15,835	15,835
Equity Shares issued during the year	-	-
Equity Shares at the end of the year	<u>15,835</u>	<u>15,835</u>

b) Shares held by Shareholders holding more than 5 percent shares in the Company :

	As At 31.03.2016		As At 31.03.2015	
	No. of Shares	% holding	No. of Shares	% holding
(i) Nohisor Foods Limited	15,835	100.00%	15,835	100.00%

3 RESERVE AND SURPLUS

	AS AT	AS AT
	31.03.2016	31.03.2015
Investment Allowance Reserve As per last Balance Sheet	358,849	358,849
Amalgamation Reserve As per last Balance Sheet	1,511,173	1,511,173
Profit & Loss A/c Opening Balance	(3,805,292)	(3,761,648)
Add: Profit/Loss during the year	<u>(39,734)</u>	<u>(43,644)</u>
	<u>(1,971,003)</u>	<u>(1,935,269)</u>

4 OTHER CURRENT LIABILITIES

Sundry Creditors*	408,735	373,001
	<u>408,735</u>	<u>373,001</u>

* Some of the creditors are subject to balance confirmation

5 SHORT TERM LOANS AND ADVANCES

Advance Tax	21,232	21,232
	<u>21,232</u>	<u>21,232</u>

For the year Ended
31st March 2016

For the year Ended
31st March 2015

6 ADMINISTRATIVE EXPENSES

Rates, Fees and Taxes	30,009	38,644
Payment to Auditors		
- Statutory Audit Fee	5,725	5,000
	<u>35,734</u>	<u>43,644</u>

7 Previous year's figures have been regrouped and/or rearranged wherever necessary for presentation purpose.

8 Earning Per Share**a) Calculation of Weighted Average number of equity shares****For Basic/Diluted EPS**

No. of Shares at the beginning of the year	15,835	15,835
Equity Shares issued during the year	-	-
Total number of equity shares outstanding at the end of the year	15,835	15,835
Equity shares outstanding for 365 days	15,835	15,835
Weighted Average number of equity shares outstanding during the year	15,835	15,835

b) Net Profit after tax available for equity shareholders

	(35,734)	(43,644)
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Earnings per share (face value per share Rs. 100 each)
Basic and Diluted

	(2.26)	(2.76)
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9 Disclosures under Accounting Standard 18 on "Related Party Disclosures" :

9.1 List of related parties


Holding Company
-Kohinoor Foods Limited

9.2 The following transactions were carried out with related parties in the ordinary course of Business during the year*

	Holding Company
Transactions during the year	
-Expenses incurred by related party on behalf of the company	30,009 (29,913)
Balances outstanding at the year end:-	
-Creditors	392,734 (352,725)


(N.N. AHUJA)
PROPRIETOR
Membership No: 80178


JUGAL KISHORE ARORA
DIRECTOR
DIN No. 00010704


GURNAM ARORA
DIRECTOR
DIN No. 00010731

Place :- New Delhi
Dated :- 26.05.2016

1 SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial Statements

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards prescribed by the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 2013 to the extent applicable, as adopted consistently by the company.

Use of Estimates and Judgments

The preparation of financial statements are in conformity with the Accounting Standards which requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to the contingent liabilities as on the date of balance sheet and the reported amount of revenues and expenditures during the reporting period. The estimates and assumptions used in the Financial Statements are based upon Management's best evaluation of the relevant facts and circumstances as of the date of the Financial Statements. Examples of such estimates include useful life of fixed assets, creation of deferred tax asset, lease rentals and write off of deferred revenue expenditure. Actual results may differ from those estimates.

Revenue Recognition

The company follows the mercantile system of accounting and recognizes the income and expenditures on accrual basis except in case of significant uncertainties. Certain items of income such as insurance claim, market fees refund, overdue interest from customers etc have been considered to the extent the amount is accepted by the parties. The principles of the revenue recognition are given below:-

Sales are recognized as follows

- Domestic Sales - At the point of dispatches to customers.
- Export Sales - At the time of issue of Bill of Lading.

Sales are recorded net of sales returns, price differences and sales tax.
Sales of license and duty draw back are recognized on realization basis.

Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Capital work in progress is stated at cost. Capital WIP includes the cost of fixed assets that are not yet ready for their intended use, as on the balance sheet date.

Depreciation

Depreciation is provided on written down value basis at rates calculated as per useful life provided in Schedule II to the Companies Act, 2013.

Leases

In respect of Operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

Government Grants

Grants in the nature of capital contribution towards setting up of projects in backward area is adjusted from the cost of the related fixed assets. Grants related to revenue are deducted from the related expense.

Taxes on Income

Current Tax:

Provision is made for current Income Tax Liability estimated on basis on the results for the year at the current rate of tax in accordance with Income Tax Act 1961.

Deferred Tax:

Deferred tax assets and liabilities are recognized on the timing differences at the balance sheet date between the carrying amount of assets and liabilities and their respective tax bases. Deferred Tax Assets (DTA) is recognized based on management estimates of virtual certainty that sufficient future taxable income will be available against which such DTA can be realized. The deferred tax charge or credit is recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Employee Benefits

Defined Contribution Plans

Defined contribution plans are benefit plans under which the company pays fixed contribution to state managed benefit schemes. The company contributions to defined contribution plans are recognized in the profit and loss account in the financial year to which they relate.

Defined Benefit Plan

The company has defined benefit plan in respect of its gratuity liability and contributes to a Gratuity Fund. Provision for gratuity has been made using the projected unit credit method on the basis of actuarial valuation. Actuarial gains and losses in respect of gratuity are charged to profit and loss account.

Investments

Long Term Investments

Long term investments are stated at cost.

Inventories

Inventories are valued at cost or net realizable value whichever is lower, as taken, valued and certified by the management. The basis for determining cost for various categories of inventories are as under:

Raw Material - At cost on FIFO Basis

Finished Stock - At material cost + appropriate share of production overhead
(On weighted average cost basis)

Work in Progress - At material cost + appropriate share of production overhead
(On weighted average cost basis).

Packing Material - At cost

Stores & Spares - At cost

Foreign Exchange Transactions

Transactions in foreign currency are converted at the exchange rate prevailing at the date of the transaction. Foreign currency monetary assets and liabilities not covered by forward exchange contracts are restated at the year end rates and the resultant gains or losses are recognized in the Profit and Loss account. Non-monetary items are carried in terms of historical cost denominated in foreign currency using the exchange rates at the date of transaction.

Forward contracts other than those entered into to hedge foreign currency risk on unexecuted firm commitment or of highly probable forecast transactions are treated as foreign currency transactions and accounted accordingly. Any profit or loss arising on cancellation of a forward contract is recognized as income or expense in the period in which they arise.

Mark to market exposure arising out of derivative contracts has been provided except for those contracts which have been challenged in the court of law and disclosed under contingent liabilities.

Research & Development

Revenue Expenditure on Research & Development is charged as an expense in the year in which it is incurred.

Capital expenditure is included in respective heads under fixed assets.

Earnings per share

Basic and diluted earning per share is calculated by dividing net profit/loss for the year attributable to equity share holder by weighted average number of equity share outstanding during the year.