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INDEPENDENT AUDITOR'S REPORT

To the Members of

ANEMONE HOLDINGS PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s Anemone Holdings Private Limited**, which comprise the Balance Sheet as at March 31, 2015, Statement of Profit and Loss and the Cash Flow Statement for the year then ended, 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 and presentation of these financial statements that give a true and fair view of the financial position and financial performance 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 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 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 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.

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

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 for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, is not applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought & 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 the Cash Flow Statement, 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.
 - e. On the basis of the written representations received from the directors as on 31 March 2015 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) The Company has no pending litigations.
- (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
- (iii) There is no amount due to be transferred to the Investor Education and Protection Fund by the Company.

For P.P. Mukerjee & Associates
Chartered Accountants
FRN:-023276N

mukerjee



Place: New Delhi
Date: 28.05.2015

CA PP Mukerjee
Proprietor
M.No. 089854

Anemone Holding Private Limited
Balance sheet as at 31 March 2015
(Amount in Indian Rupees)

Particulars	Note No	As at 31 March 2015
Equity & Liabilities		
Shareholders' funds		
Share capital	2.1	1,00,000
Reserves and surplus	2.2	(13,187)
		86,813
Current liabilities		
Other current Liabilities	2.3	12,263
		12,263
TOTAL		99,076
Assets		
Current assets		
Cash and bank balances	2.4	99,076
		99,076
TOTAL		99,076
Significant accounting policies and notes to financial statements	1 & 2	

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

For PP Mukerjee & Associates
Chartered Accountants
FRN: 023276N



PP Mukerjee
CA PP Mukerjee
Proprietor
M No. 089854

For and on behalf of the Board of
Anemone Holding Private Limited

G.P. Agrawal
Director
DIN : - 00008429

Ashok Kumar Gupta
Director
DIN : - 02590928

Place : New Delhi
Date : 28-05-2015

Anemone Holding Private Limited
Statement of Profit and Loss for the year ended 31 March 2015
(Amount in Indian Rupees)

Particulars	Note No.	Year ended March 2015	31
Revenue from operations		-	
Total income		-	
Expenses			
Other expenses	2.5	13,187	
Total expenses		13,187	
(a) Other current Liabilities			
Profit (Loss) before tax		(13,187)	
Tax expense			
Deferred tax		-	
Profit (Loss) for the year		(13,187)	
(a) Cash and bank balances			(1.87)

Significant accounting policies and notes to financial statements 1 & 2

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

For PP Mukerjee & Associates
Chartered Accountants
FRN: 023276N



CA PP Mukerjee
Proprietor
M No. 089854

**For and on behalf of the Board of
Anemone Holding Private Limited**

G.P. Agrawal
Director
DIN : - 00008429

Ashok Kumar Gupta
Director
DIN : - 02590928

Place : New Delhi
Date : 28-05-2015

Anemone Holding Private Limited
Cash flow statement for the year ended 31 March 2015
(Amount in Indian Rupees)

Particulars	For the year ended 31 March 2015
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net profit before taxes	(13,187)
Adjustments for :	
Interest expense	-
Operating gain before working capital changes	(13,187)
Adjustments for :	
Increase / (Decrease) in current liabilities and provisions	12,263
(a) Other current Liabilities	12,263
Cash generated from operating activities before taxes	(924)
Direct taxes paid (net of refunds)	-
Net cash generated from/ (used in) operating activities	(924)
B. CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Non Current investment	-
Net cash generated from / (used in) investing activities	-
(a) Cash and bank balances	
C. CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from issue of capital (including premium)	1,00,000
Net cash generated from/ (used in) financing activities	1,00,000
INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS	99,076
Cash and cash equivalents at the beginning of the year	-
Effect of exchange gain on cash and cash equivalents	-
Cash and cash equivalents at the end of the year	99,076

Notes :

Cash and cash equivalents include :	
Cash, cheques in hand and remittances in transit	1,076
With banks in :	
Current accounts	98,000
Cash and bank balances at the end of the year	99,076

For PP Mukerjee & Associates
Chartered Accountants
FRN: 023276N



CA PP Mukerjee
Proprietor
M No. 089854

For and on behalf of the Board of
Anemone Holding Private Limited

G.P. Agrawal
Director
DIN : - 00008429

Ashok Kumar Gupta
Director
DIN : - 02590928

Place : New Delhi
Date : 28-05-2015

Anemone Holding Private Limited
Notes to financial statements for the year ended 31 March 2015
(Amount in Indian Rupees)

2.1 Share capital	As at 31 March 2015	
	No. of shares	Amount
Authorised		
Equity shares of Rs.10 each	10,000	1,00,000
Equity shares of Rs. 10 each	10,000	1,00,000
Paid up Capital		
Equity shares of Rs. 10 each fully paid up	10,000	1,00,000
Total	10,000	1,00,000

a) Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company in the proportion of equity shares held by the shareholders.

b) During the period ended 31 March 2015, the Company has recorded per share dividend of Rs. Nil to equity shareholders.

c) Reconciliation of share capital (Equity)

Particulars	As at 31 March 2015	
	No. of shares	Amount
Balance at the Beginning of the Year	-	-
Add: Issued during the period(Rs. 10 each)	10,000	1,00,000
Balance at the end of the Year	10,000	1,00,000

d) Shares held by holding company, ultimate holding company, subsidiaries / associates of holding company or ultimate holding company.

Particulars	As at 31 March 2015	
	No. of shares	Amount
Equity shares of Rs.10 each		
M/s Avonmore Capital & Management Services Limited - Holding company	10,000	1,00,000

e) Details of shareholders(Equity) holding more than 5% shares of the Company

Particulars	As at 31 March 2015	
	Number of shares	% holding in the class
Equity shares of Rs.10 each fully paid up held by Avonmore Capital & Management Services Ltd.	10,000	100.00%

f) As on 31 March, 2015 NIL Shares were reserved for issuance towards employee stock options, Share warrants, & for convertible Securities.

g) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date

- No share has been issued without payment being received in cash in preceding 5 years.
- No share has been bonus issued in preceding 5 years.
- No share has been bought back in preceding 5 years.

h) Calls unpaid from directors and officers are Nil.



Anemone Holding Private Limited
Notes to financial statements for the year ended 31 March 2015
(Amount in Indian Rupees)

2.2 Reserves and surplus As at
31 March 2015

(Deficit)/ surplus in the Statement of Profit and Loss	
Balance at the beginning of the year	-
Add: Transferred from Statement of Profit & Loss	(13,187)
Balance at the end of the Year	<u>(13,187)</u>

2.3 Other Current Liabilities As at
31 March 2015

Payable for expenses	12,263
	<u>12,263</u>

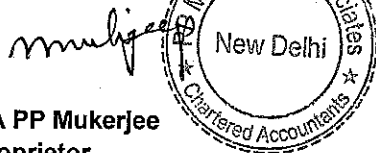
2.4 Cash and Cash equivalents As at
31 March 2015

Bank balances	
Current account	98,000
Petty Cash	1,076
	<u>99,076</u>

2.5 Other expenses For the year ended 31
March 2015

Audit Fee	3,000
Misc. Expenses	24
Preliminary Expenses	9,263
Duties & taxes	900
	<u>13,187</u>

For PP Mukerjee & Associates
Chartered Accountants
FRN: 023276N



CA PP Mukerjee
Proprietor
M No. 089854

Place : New Delhi
Date : 28-05-2015

**For and on behalf of the Board of
Anemone Holding Private Limited**

G.P. Agrawal
Director
DIN : - 00008429

Ashok Kumar Gupta
Director
DIN : - 02590928

Anemone Holding Private Limited
Note 2.6 : Notes to the financial statements

- a) Company was incorporated on 17th July 2014 (FY 2014-15), thus previous year figures have not been show.
- b) There are no contingent liabilities or capital commitments that have not been provided for in these financial statements.
- c) There is no virtual certainty regarding the profitability of the company in near future. Therefore no deferred tax asset has been recognized.
- d) **Expenditure incurred on Employees**
 In respect of those who were in receipt of remuneration of Rs. 60,00,000/- per year or more or Rs. 5,00,000 per month or more is NIL.
- e) Earning per share is computed in accordance with the mandatory requirement of Accounting Standard AS -20

In Rs.

Particulars	FY 2014-15
Net Profit after Tax available for Equity Shareholders	(13,187)
Weighted average No. of Equity Shares for basic EPS	7068
Weighted average No. of Equity Shares for diluted EPS	7068
Basic earning per share (Rs.)	(1.87)
Diluted earning per share (Rs.)	(1.87)

f) Payment to Auditors:

Particulars	FY 2014-15
Statutory Auditors Fee	3000
	3,000

g) Related Party Disclosures:

The information given below is only in respect of the transactions entered into by the company with the related parties:

A) Names of related parties & description of relationship:

(i) Holding Company: **Avonmore Capital & Management Services Ltd.**

(ii) Enterprises over which key Managerial Personnel and relatives of such personnel exercise significant influence:

(iii) Key Managerial Personnel:

- a) Mr. Govind Prasad Agrawal (Director)
 b) Mr. Ashok Kumar Gupta (Director)



(Handwritten signatures)

Anemone Holding Private Limited
Note 2.6 : Notes to the financial statements

B) Transactions during the year and balances outstanding as at the year-end in respect of transactions entered into during the year with the related parties.

Particulars	FY 2014-15
Assets/ Liabilities	
Share Capital	
Avonmore Capital & Management Services Ltd.	1,00,000

h) Additional Information:-

S.No.	Particulars	2014-15
1	C.I.F. value of Imports	Nil
2	Expenditure in Foreign Currency	Nil
3	Remittances in Foreign Currency	Nil
4	Earning in foreign currency	Nil

- i) All known liabilities have been provided for and there are no disputed liabilities as confirmed by the Directors.
- j) In the opinion of Directors, current assets and loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which these have been stated in the Balance Sheet.
- k) Expenditure Incurred on Employees:
In respect of those who were in receipt of remuneration of Rs. 60, 00,000.00/- per year or more or Rs. 500,000.00/- per month or more is NIL (NIL).
- l) No provision for gratuity has been made in the books, as the amount of liability as on date, if any, has not been ascertained.
- m) Payments made or provided during the financial year to Directors as Managerial Remuneration is Nil.
- n) Maximum amount other than imprest account due from directors of the company at any time during the year is
- o) Company has adopted the mercantile system of accounting.
- p) The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the yearend together with interest paid / payable under this Act have not been given.



Anemone Holding Private Limited
Note 2.6 : Notes to the financial statements

- q) There are no claims against the company, which have not been acknowledged as debts.
r) Balances in respect of parties in some cases are subject to confirmation and adjustments, if any
-

As per our report of even date attached

For PP Mukherjee & Associates
Chartered Accountants
Firm registration No. 023276N

PP Mukherjee



CA PP Mukherjee
Partner
FCA - Membership No. 089854
Place: New Delhi
Date : 28.05.2015

For and on behalf of the Board of
Anemone Holding Private Limited

G.P. Agrawal

G.P. Agrawal
Director
DIN : - 00008429

Ashok Kumar Gupta

Ashok Kumar Gupta
Director
DIN : - 02590928

Anemone Holding Private Limited
Note 1: Significant Accounting Policies

i. Basis of Accounting & Convention

The financial statements are prepared under the historical cost convention, in accordance with the Indian Generally Accepted Accounting Principles (GAAP), to comply with the accounting standards specified u/s 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, relevant pronouncements of the Institute of Chartered Accountants of India (ICAI) and the provisions of the Companies Act, 2013. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy either to in use.

ii. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include provision for assets and estimated useful life of fixed assets. Actual results could differ from these estimates. Adjustments as a result of differences between actual and estimates are made prospectively.

iii. Current/Non-current classification

All assets and liabilities are classified as current and non-current.

a. Assets

An asset is classified as current when it satisfies any of the following criteria:

It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;

It is held primarily for the purpose of being traded;

It is expected to be realized within 12 months after the reporting date; or

It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

b. Liabilities

A liability is classified as current when it satisfied any of the following criteria.

It is expected to be settled in the Company's normal operating cycle;

It is held primarily for the purpose of being traded;

It is due to be settled within 12 months after the reporting date; or

The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities includes current portion of non-current financial liabilities. All other liabilities are classified as non-current.



Anemone Holding Private Limited
Note 1: Significant Accounting Policies

iv. Revenue Recognition

Professional Fees

Income from Professional Fee is accounted for on accrual basis for services rendered.

Interest:

Revenue is recognized on time proportion basis taking into account the amount outstanding and the revenue can be reliably measured.

Dividend:

Revenue is recognized when the company's right to receive payment is established by the balance sheet date.

v. Expenditure

Expenses are recognized on accrual basis and provisions are made for all known losses and liabilities.

vi. Interest expense

Interest on borrowings is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable on the borrowings.

vii. Employee benefits

No provision for retirement benefits has been made in the books, as the amount of liability as on date, if any, has not been ascertained

viii. Fixed assets

a. Tangible assets

Tangible assets are stated at the cost of acquisition or construction, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable costs of bringing the assets to their working condition for intended use. Borrowing costs directly attributable to acquisition or construction of fixed assets, which necessarily take a substantial period of time to be ready for their intended use are capitalised as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use.

Depreciation on tangible assets

In respect of tangible assets acquired during the year, , depreciation is charged on Straight Line Basis so as to write off cost of assets over useful lives and for assets acquired prior to April 1, 2014, the carrying amount as on 1st April 2014 is depreciated over remaining useful life. The useful life of assets is taken as prescribed in Schedule II to the Companies Act, 2013.



Anemone Holding Private Limited
Note 1: Significant Accounting Policies

b. Intangible assets and its amortisation

Intangible assets are recorded at cost and are amortised over the period the Company expects to derive economic benefits from their use.

ix. Impairment

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available for use, the recoverable is estimated at each balance sheet date. An impairment loss is recognised whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

x. Investments

Investments are classified into long-term investments and current investments based on intent of the management at the time of making the investment. Investment intended to be held for more than one year from the date such investments are made are classified as long-term investments. All long-term investments are classified as non-current investments in the Balance Sheet. The portions of long-term investments which are expected to be realized within twelve months from the Balance Sheet date are classified as current investments. Current investments are valued at lower of cost and market value, computed category-wise e.g. quoted shares, unquoted shares, government securities and non-government securities/bonds. The diminution in current investments is charged to the Statement of Profit and Loss and appreciation, if any, is recognized at the time of sale.

xi. Foreign currency transactions

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. Exchange differences arising on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currency are translated at year-end rates and resultant gains/losses on foreign exchange translations other than in relation to acquisition of fixed assets and long term foreign currency monetary liabilities are recognised in the Statement of Profit and Loss.

xii. Current and deferred tax

Income-tax expense comprises current tax and deferred tax. Current tax expense is the amount of tax for the period determined in accordance with the income-tax law and deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent 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 only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed 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.



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Anemone Holding Private Limited
Note 1: Significant Accounting Policies

xiii. Provisions, contingent liabilities and contingent assets

A provision is created when there is a 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.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of realizability of such assets. However, if it has become virtually certain that an inflow of economic benefits will arise, asset and related income is recognised in the financial statements of the period in which the change occurs.

xiv. Earnings per share


Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive potential shares outstanding during the year, except where the results would be anti-dilutive.

xv. Operating leases

Lease payments under operating lease are recognised as an expense on a straight line basis over the lease term.

xvi. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

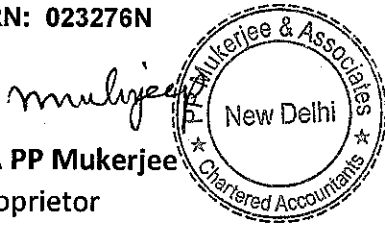


Anemone Holding Private Limited
Note 2.6 : Notes to the financial statements

- q) There are no claims against the company, which have not been acknowledged as debts.
r) Balances in respect of parties in some cases are subject to confirmation and adjustments, if any
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As per our report of even date attached

For PP Mukerjee & Associates
Chartered Accountants
FRN: 023276N



CA PP Mukerjee
Proprietor
M. No. 089854
Place: New Delhi
Date : 28.05.2015

For and on behalf of the Board of
Anemone Holding Private Limited

A handwritten signature of G.P. Agrawal.

G.P. Agrawal
Director
DIN : - 00008429

A handwritten signature of Ashok Kumar Gupta.

Ashok Kumar Gupta
Director
DIN : - 02590928