

AJIT M. GHELANI
B.Com (Hons), F.C.A., GRAD. C.W.A.

CHINTAN A. GHELANI
B.Com (Hons), F.C.A., C.S

INDEPENDENT AUDITOR'S REPORT

To the Members of
Plutocrat Assets and Capital Management Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Plutocrat Assets and Capital Management Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and 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 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that we are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair 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 there under.

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.



A. M. GHELANI & COMPANY
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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 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 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 31st March, 2016, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

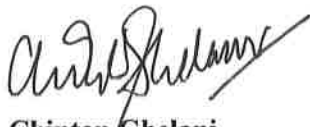
1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required under provisions of 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 purposes 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. 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 written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



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- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rules 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 does not have any pending litigations.
 - ii. The Company did not have any long term contracts including derivative contracts that require provision under any law or accounting standards for which there were any material foreseeable losses.
 - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company during the year.

For A.M. Ghelani & Company
Chartered Accountants
Registration No : 103173W


Chintan Ghelani
Partner
Membership No.: 104391



Place : Mumbai
Dated : 12th May, 2016

“Annexure A” referred to in paragraph 1 under the heading Report on other legal and regulatory requirements of our report of even date


- i) The Company does not have any Fixed Assets.
- ii) In respect of its Inventories :
- As the company did not carry any items of raw materials, Components, stores and spare parts in the inventory during the year, clause (ii) of paragraph 3 of the aforesaid order is not applicable to the company.
- iii) The Company has not granted any loans, secured or unsecured to companies, firm or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of Clause (iii) (a) and Clause (iii) (b) of paragraph 3 of the Order not applicable to the Company.
- iv) The Company has not granted any loans, guarantee and has not purchased security of other body corporates during the year. Hence, the requirement of Clause (iv) of paragraph 3 of the Order not applicable to the Company.
- v) According to the information and explanations given to us, the company has not accepted any deposits within the meaning of provisions of section 73 to 76 or any other relevant provisions of the Act and rules framed hereunder. Therefore, provisions of Clause (v) of paragraph 3 of the Order are not applicable to the company.
- vi) To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act.
- vii) In respect of Statutory dues :
- a. According to the records of the Company, 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 any other statutory dues. Wherever applicable, have been regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
- b. According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax ,Cess on account of any dispute, which have not been deposited.
- viii) According to the records examined by us and the information and explanation given to us, we are of the opinion that the company has no dues towards financial institution and banks.
- ix) The Company has not obtained any Term Loans during the year.
- x) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- xi) Based upon the audit procedures performed and information and explanation given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of section 197 read with “schedule v” to the companies Act, 2013.



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- xii) In our opinion, The Company is not a Nidhi Company. Therefore, the provision of clause (xii) of the Paragraph 3 of the Order Not applicable to the Company.
- xiii) In our opinion, the company has not entered into any transactions with related parties. Hence, clause (xiii) of paragraph 3 of the Order Not applicable to the Company.
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provision of clause (xiv) of paragraph 3 of the Order Not applicable to the Company.
- xv) The Company has not entered into any Non-Cash transaction with Director or Persons connected with him. Hence, the requirement of Clause (xv) of paragraph 3 of the Order Not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provision of Clause (xvi) of the paragraph 3 of Order not applicable to the Company.

For A.M. Ghelani & Company
Chartered Accountants
Registration No : 103173W


Chintan Ghelani
Partner
Membership No.: 104391



Place : Mumbai
Dated : 12th May, 2016

“Annexure B” referred to in paragraph 1 under the heading Report on other legal and regulatory requirements of our report of even date

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 **Plutocrat Assets and Capital Management Private Limited** (“the Company”) as of March 31, 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”. 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 judgement, 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

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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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 March 31, 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 A.M. Ghelani & Company
Chartered Accountants
Registration No : 103173W



Chintan Ghelani
Partner
Membership No.: 104391



Place : Mumbai

Dated : 12th May, 2016

Plutocrat Assets and Capital Management Private Limited

CIN:U65990MH1991PTC060487

Balance Sheet as at 31st March, 2016

(Amount in Rs.)

Particulars	Notes	As at 31st March, 2016	As at 31st March, 2015
<u>Equity and Liabilities</u>			
Shareholders Funds			
Share Capital	A	100,000	100,000
Reserves And Surplus	B	(109,576)	(94,498)
		<u>(9,576)</u>	<u>5,502</u>
Current Liabilities			
Trade Payables	C	64,538	49,798
		<u>64,538</u>	<u>49,798</u>
TOTAL		<u><u>54,962</u></u>	<u><u>55,300</u></u>
<u>Assets</u>			
Current Assets			
Cash And Cash Equivalents	D	54,962	55,300
		<u>54,962</u>	<u>55,300</u>
TOTAL		<u><u>54,962</u></u>	<u><u>55,300</u></u>

Significant Accounting Policies and Notes to Accounts

"F"

As per our Report of even date

For **A. M. Ghelani & Company**

Chartered Accountants

Firm Registration No.: 103173W

For and on behalf of the Board of Directors



Chintan A. Ghelani
Partner

Membership No.: 104391

Place : Mumbai

Date : 12/05/2016




Suyash Bhise
Director

DIN: 06667481



Haresh Morajkar
Director

DIN:00074983

Plutocrat Assets and Capital Management Private Limited

CIN:U65990MH1991PTC060487

Statement of Profit & Loss for the Financial Year Ended 31st March, 2016

(Amount in Rs.)

Particulars	Notes	For the financial year ended 31st March, 2016	For the financial year ended 31st March, 2015
Income:			
Revenue from operations		-	-
Total Revenue		-	-
Expenses:			
Operational and Other Expenses	E	15,078	19,459
Total Expenses		15,078	19,459
Profit/(Loss) Before Tax		(15,078)	(19,459)
Tax Expenses		-	-
Profit/(Loss) for the year		(15,078)	(19,459)

Earning Per Equity Share:

[Refer B(5) of Note "F"]

Basic & Diluted EPS (Face Value of Rs. 10/- each)

(1.51)

(1.95)

Significant Accounting Policies and Notes to Accounts

"F"

As per our Report of even date

For **A. M. Ghelani & Company**

Chartered Accountants

Firm Registration No.: 103173W

Chintan A. Ghelani
Partner

Membership No.: 104391



For and on behalf of the Board of Directors



Suyash Bhise

Suyash Bhise

Director

DIN: 06667481

Haresh Morajkar

Haresh Morajkar

Director

DIN:00074983

Place : Mumbai

Date : 12/05/2016

Plutocrat Assets and Capital Management Private Limited

CIN:U65990MH1991PTC060487

Cash Flow Statement for the Financial Year Ended March 31, 2016

(Amount In Rs.)

Particulars	2015-16 (Rs.)	2014-15 (Rs.)
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit/(Loss) before tax	(15,078)	(19,459)
Operating Cash flow before working capital changes	(15,078)	(19,459)
<u>Adjustments for working capital changes:</u>		
Trade and Other Payables	14,740	17,733
Net Cash generated from /(used in) Operating Activities (A)	(338)	(1,726)
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Net Cash generated from/(used in) Investing Activities (B)	-	-
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Net Cash generated from/(used in) Financing Activities (C)	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(338)	(1,726)
Opening Balance of Cash and Cash Equivalents	55,300	57,026
Closing Balance of Cash and Cash Equivalents	54,962	55,300

Cash And Cash Equivalents include:

Cash in Hand	43,889	43,889
Balances with Scheduled Bank	11,073	11,411
Cash and Cash Equivalents at the end of the year	54,962	55,300

Note - The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard -3" Cash Flow Statement issued by The Institute of Chartered Accountants of India.

As per our Report of even date

For A. M. Ghelani & Company

Chartered Accountants

Firm Registration No.: 103173W


Chintan A. Ghelani
Partner

Membership No.: 104391

Place : Mumbai

Date : 12/05/2016



For and on behalf of the Board of Directors



Suyash Bhise
Director
DIN: 06667481



Haresh Morajkar
Director
DIN:00074983

Plutocrat Assets and Capital Management Private Limited

CIN:U65990MH1991PTC060487

Notes to and Forming of Balance Sheet as at 31st March, 2016

(Amount in Rs.)

Notes Particulars	As at 31st March, 2016	As at 31st March, 2015
A Share Capital		
Authorised		
50,00,000 (P.Y. 50,00,000) Equity Shares of Rs.10/- each	50,000,000	50,000,000
Issued, subscribed and fully paid up		
10,000 (P.Y.10,000) Equity Shares of Rs.10/- each fully paid up	100,000	100,000
	100,000	100,000
a] Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period		
Equity Shares		
Shares outstanding at the beginning the year	10,000	10,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	10,000	10,000
b] Shares held by :-		
Holding company		
The Phoenix Mills Limited	10,000	10,000
c] Details of shareholders holding more than 5% Shares in the company (Equity Shares of Rs.10/- each fully paid)	31st March, 2016	31st March, 2015
	Number of shares	% of Holdings
	Number of shares	% of Holdings
The Phoenix Mills Limited - Holding Company	10,000	100
	10,000	100
d] The company has only one class of Equity shares having a face value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share.		
B Reserves and Surplus		
Surplus/(deficit) in the statement of Profit and Loss		
Opening balance	(94,498)	(75,039)
(+) Net Profit/(Net Loss) For the current year	(15,078)	(19,459)
Closing Balance	(109,576)	(94,498)
	(109,576)	(94,498)
C Trade Payables		
Micro and Small Enterprises [Refer B(2) of Note "F"]	-	-
Total outstanding dues of creditors other than micro and small enterprises	64,538	49,798
	64,538	49,798
D Cash & Cash Equivalents		
a. Balances with Banks		
In current accounts	11,073	11,411
b. Cash on hand	43,889	43,889
	54,962	55,300



Plutocrat Assets and Capital Management Private Limited

CIN:U65990MH1991PTC060487

Notes to financial statements for the year ended 31st March, 2016

(Amount in Rs.)

Notes Particulars	For the financial year ended 31st March, 2016	For the financial year ended March 31, 2015
E OPERATIONAL AND OTHER EXPENSES		
Filing Fees	1,000	5,864
<u>Payment to the Auditors</u>		
Audit Fees	13,740	13,483
Bank Charges	338	112
	15,078	19,459



PLUTOCRAT ASSETS AND CAPITAL MANAGEMENT PRIVATE LIMITED

CIN NO.:- U65990MH1991PTC060487

NOTE "F"

NOTES TO ACCOUNTS

A: SIGNIFICANT ACCOUNTING POLICIES:

a) System of Accounting

The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis.

b) Basis of Preparation of Financial Statements

The Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013.

c) Inflation

Financial Statements are based on historical costs. These costs are not adjusted to reflect the impact of the changing value of the purchasing power of money.

d) Revenue Recognition

1. Revenue is recognised when it is earned and no significant uncertainty exists on its realisation.
2. Interest is recognised on time proportion basis.
3. Dividend income is recognized when the right to receive the same is established.

e) Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax, if any, resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset, if any, is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

f) Provisions, Contingent Liabilities And Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

B: OTHER NOTES:

1. In the opinion of the management, the Current Assets, Loans and advances are approximately of the value stated in the balance sheet if realized in the ordinary course of business and provision for all known liabilities is adequate and not in excess of amount considered reasonably necessary.
2. There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2016. The above information, regarding Micro and Small Enterprises has been determined to the extent such parties



have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

3. Considering the nature of the company's business and operations, there are no reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard 17; "Segment Reporting", issued by the Institute of Chartered Accountants of India.
4. As per the Accounting Standard 18 (AS-18), "Related Party disclosures", issued by the Institute of Chartered Accountants of India, there are no transactions with the related parties (as identified by the management) during the year.
5. Basic Earnings Per Share:

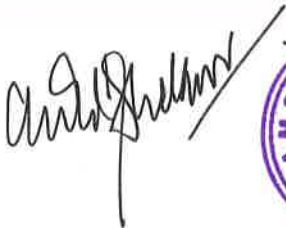
Particulars	2015 – 2016 (Rs.)	2014 - 2015 (Rs.)
Nominal value of Equity Shares (Rs.)	10	10
Profit /(Loss) after Tax	(15,078)	(19,459)
Profit/(Loss) attributable to equity shareholders	(15,078)	(19,459)
Weighted average number of equity shares outstanding during the year	10,000	10,000
Basic Earning Per Share (Rs.)	(1.51)	(1.95)

6. Figures of the previous year have been regrouped and/or recast wherever necessary to conform to this year's classification.

As per our Report of even date

For **A. M. Ghelani & Company**
Chartered Accountants
Firm Registration No.: 103173W

for and on behalf of the Board of Directors



Chintan A. Ghelani
Partner
Membership No.: 104391
Place : Mumbai
Date : 12/05/2016



Suyash N. Bhise
Director
DIN: 06667481



Haresh Morajkar
Director
DIN: 00074983