# INSIGHT MALL DEVELOPERS PRIVATE LIMITED

Reg. Off.: C/o Market City Resources Pvt. Ltd., Ground Floor, R.R. Hosiery Bldg., Shree Luxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra - 400 011
Site off: Survey No 244/1,244/2.242/4,245.248/1/1, 243/1 part and 243/2, Village Khajrana, Indore, Madhya Pradesh - 452016
Tel: (022)3001 6600 Fax: (022) 3001 6601 E-mail: corpaffairs@highstreetphoenix.com CIN: U55101MH2007PTC169124
Name of the Company has been changed from Insight Hotels & Leisure Private Limited to Insight Mall Developers Private Limited w.e.f. July 18, 2018.

## NOTICE

**NOTICE** is hereby given that the Annual General Meeting of the members of **INSIGHT MALL DEVELOPERS PRIVATE LIMITED** will be held on **Saturday, September 29, 2018** at **02.00 P.M** at the Registered office of the Company at Ground Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills, Dr. E. Moses Road, Mahalaxmi, Mumbai- 400 011 to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Statement of Profit and Loss of the Company for the financial year ended March 31, 2018, Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon.

   "**RESOLVED THAT** the Profit & Loss Statement and Audited Balance Sheet as at March 31, 2018 together with notes and schedules thereon, Auditor's Report and Director's Report as placed before this meeting be and are hereby approved and adopted."

**SPECIAL BUSINESS**

2. **REGULARISATION OF APPOINTMENT OF MR. PRASHANT KHANDELWAL AS A DIRECTOR OF THE COMPANY**

   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with relevant rules and regulations made there under, Mr. Prashant Khandelwal (holding DIN No.: 08067106) who was appointed as an Additional Director of the Company w.e.f. May 7, 2018 under Section 161 of the Companies Act, 2013 be and is hereby regularised as a Director of the Company with immediate effect.

   **RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to update the Register of Directors and Key Managerial Persons required to be maintained under the provisions of the Companies Act, 2013 and to file the relevant e-forms and other documents with the office of the Registrar of Companies and to do all such things as may be required from time to time for giving effect to the above resolution regarding the appointment of directors and matters related thereto."

**By Order of the Board of Directors**
**For Insight Hotels & Leisure Private Limited**

Insight Mall Developers Private Limited

**Place: Mumbai**
**Date: August 6, 2018**

**Vidyasagar Pingali**
**Director**
**DIN: 02710397**

# INSIGHT MALL DEVELOPERS PRIVATE LIMITED

Reg. Off.: C/o Market City Resources Pvt. Ltd., Ground Floor, R.R. Hosiery Bldg., Shree Luxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra - 400 011

Site off: Survey No 244/1,244/2.242/4,245.248/1/1, 243/1 part and 243/2, Village Khajrana, Indore, Madhya Pradesh - 452016

Tel: (022)3001 6600 Fax: (022) 3001 6601 E-mail: corpaffairs@highstreetphoenix.com CIN: U55101MH2007PTC169124

Name of the Company has been changed from Insight Hotels & Leisure Private Limited to Insight Mall Developers Private Limited w.e.f. July 18, 2018.


## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. Shareholders are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.

3. Authorised Representative should fill in the attendance slip for attending the Meeting.

4. The Register of Directors Shareholding shall be available for inspection at the Meeting.

5. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of business under Item No. 2 is annexed hereto.

Insight Mall Developers Private Limited

# INSIGHT MALL DEVELOPERS PRIVATE LIMITED

Reg. Off.: C/o Market City Resources Pvt. Ltd., Ground Floor, R.R. Hosiery Bldg., Shree Luxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra - 400 011
Site off: Survey No 244/1,244/2.242/4,245.248/1/1, 243/1 part and 243/2, Village Khajrana, Indore, Madhya Pradesh - 452016
Tel: (022)3001 6600 Fax: (022) 3001 6601 E-mail: corpaffairs@highstreetphoenix.com CIN: U55101MH2007PTC169124
Name of the Company has been changed from Insight Hotels & Leisure Private Limited to Insight Mall Developers Private Limited w.e.f. July 18, 2018.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 2

The Board had appointed Mr. Prashant Khandelwal (holding DIN No.: 08067106) as Additional Director on the Board of the Company with effect from May 7, 2018. Mr. Prashant Khandelwal holds office upto the conclusion of this Annual General Meeting.

Pursuant to Section 152(2) of the Companies Act, 2013 and the rules made thereunder, the consent of the members of the Company in general meeting is required for appointing a director. Accordingly, this matter has been placed before the members of the Company for their approval.

**Brief Profile of Mr. Prashant Khandelwal:**

Mr. Prashant Khandelwal, Non-Executive Director, has over 15 years of rich and varied experience in the field of investment banking, corporate finance, investor relations, accounts, taxation and company law matters etc.

The names of Companies in which Mr. Prashant Khandelwal is a Director is available at the Registered Office of the Company. He is interested in the Resolution for his respective appointments.

The proposed Resolution is in the interest of the Company. None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

The Board of Directors recommends the resolution for your approval.

# INSIGHT MALL DEVELOPERS PRIVATE LIMITED

Reg. Off.: C/o Market City Resources Pvt. Ltd., Ground Floor, R.R. Hosiery Bldg., Shree Luxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra - 400 011
Site off: Survey No 244/1,244/2.242/4,245.248/1/1, 243/1 part and 243/2, Village Khajrana, Indore, Madhya Pradesh - 452016
Tel: (022)3001 6600 Fax: (022) 3001 6601 E-mail: corpaffairs@highstreetphoenix.com CIN: U55101MH2007PTC169124
Name of the Company has been changed from Insight Hotels & Leisure Private Limited to Insight Mall Developers Private Limited w.e.f. July 18, 2018.

## ATTENDANCE SLIP

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Saturday, the 29th day of September, 2018 at 2.00 P.M. at Ground Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400011.

Name ________________________________________

Regd. Folio. No. ____________________ No. of Shares held ____________________

Client ID. No. ____________________ DP. ID. No. ____________________

Name of Proxy/Representative, if any ____________________________

Signature of the Shareholder(s)/Proxy/Representative ____________________

Note: Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting.

Insight Mall Developers Private Limited

# INSIGHT MALL DEVELOPERS PRIVATE LIMITED

Reg. Off.: C/o Market City Resources Pvt. Ltd., Ground Floor, R.R. Hosiery Bldg., Shree Luxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra - 400 011
Site off: Survey No 244/1,244/2.242/4,245.248/1/1, 243/1 part and 243/2, Village Khajrana, Indore, Madhya Pradesh - 452016
Tel: (022)3001 6600 Fax: (022) 3001 6601 E-mail: corpaffairs@highstreetphoenix.com CIN: U55101MH2007PTC169124
Name of the Company has been changed from Insight Hotels & Leisure Private Limited to Insight Mall Developers Private Limited w.e.f. July 18, 2018.

## Form No. MGT-11
## Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014*]*

CIN: U55101MH2007PTC169124
Name of the company Insight Mall Developers Private Limited
Registered office: C/o. Marketcity Resources Private Ltd., Ground Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400011

| | |
|---|---|
| Name of the Member(s) | |
| Address | |
| Email ID | |
| DP ID Client Id/ Folio No. | |

I/We, being the member (s) of ............ shares of the above named company, hereby appoint

1. Name: ______________________________

Address: ______________________________

E-mail Id: ______________________________

Signature:__________________ or failing him

2. Name: ........................

Address:

E-mail Id:

Signature:................, or failing him

3. Name: ........................

Address:

E-mail Id:

Signature:................

# INSIGHT MALL DEVELOPERS PRIVATE LIMITED

Reg. Off.: C/o Market City Resources Pvt. Ltd., Ground Floor, R.R. Hosiery Bldg., Shree Luxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra - 400 011
Site off: Survey No 244/1,244/2.242/4,245.248/1/1, 243/1 part and 243/2, Village Khajrana, Indore, Madhya Pradesh - 452016
Tel: (022)3001 6600 Fax: (022) 3001 6601 E-mail: corpaffairs@highstreetphoenix.com CIN: U55101MH2007PTC169124
Name of the Company has been changed from Insight Hotels & Leisure Private Limited to Insight Mall Developers Private Limited w.e.f. July 18, 2018.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Saturday, 29th September, 2018 at 2.00 P.M. at Ground Floor, R.R. Hosiery Building, Shree Laxmi Woollen Mills Estate, Opp. Shakti Mills, Off Dr. E. Moses Road, Mahalaxmi, Mumbai - 400011 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1) Adoption of financial statement for the year ended March 31, 2018
2) Regularisation of Appointment of Mr. Prashant Khandelwal as a Director of the Company

Affix Re. 1 revenue Stamp

Signed this...... day of......... 20....

Signature of shareholder..........................................................

Signature of Proxy holder(s)..................................................

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Insight Mall Developers Private Limited

# INSIGHT MALL DEVELOPERS PRIVATE LIMITED

Reg. Off.: C/o Market City Resources Pvt. Ltd., Ground Floor, R.R. Hosiery Bldg., Shree Luxmi Woollen Mills Estate, Mahalaxmi, Mumbai, Maharashtra - 400 011

Site off: Survey No 244/1,244/2.242/4,245.248/1/1, 243/1 part and 243/2, Village Khajrana, Indore, Madhya Pradesh - 452016

Tel: (022)3001 6600 Fax: (022) 3001 6601 E-mail: corpaffairs@highstreetphoenix.com CIN: U55101MH2007PTC169124

Name of the Company has been changed from Insight Hotels & Leisure Private Limited to Insight Mall Developers Private Limited w.e.f. July 18, 2018.


## Route map to the venue of AGM

**Venue:** Ground Floor, R.R. Hosiery Building, Shree Laxmi Woolen Mills Estate, Opp. Shakti Mills, Off. Dr. E. Moses Road, Mahalaxmi, Mumbai- 400 011


**Landmark:** Next to Laxmi Hotel

**Distance from Mahalaxmi Railway Station:** 850 m

Insight Mall Developers Private Limited

# DIRECTORS' REPORT

**To**
**The Members,**
**Insight Mall Developers Private Limited** (formerly known as Insight Hotels & Leisure Private Limited)

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2018.

## 1. FINANCIAL STATEMENTS & RESULTS:

### a. Financial Results

The Company's performance during the year ended 31st March, 2018 as compared to the previous financial year, is summarized below:

| Particulars | For the financial year ended March 31, 2018 (in Rs.) | For the financial year ended March 31, 2017 (in Rs.) |
|---|---|---|
| Total Income | 14245 | 3,750 |
| Total Expenditure | (222,134) | (13,860) |
| Profit / (Loss) Before Tax | (207,889) | (10,110) |
| Tax Expenses | | |
| • Current tax | Nil | Nil |
| • Deferred tax | Nil | Nil |
| • Excess/Short Provision | Nil | Nil |
| **Profit / (Loss) After Tax** | **(207,889)** | **(10,110)** |

### b. OPERATIONS:

The Company continues to be engaged in the activities pertaining to its Commercial project. There was no change in nature of the business of the Company, during the year under review.

### c. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, your Company did not have any subsidiary, associate and joint venture company.

### d. SHARE CAPITAL

Authorized Share Capital:

Insight Mall Developers Private Limited

The Company had authorized share capital of Rs. 1,00,000/- (Rupees One Lakhs only) divided into 10,000 equity shares of Rs.10/- each. During the year, it increased its authorized share capital from Rs. 1,00,000/- (Rupees One Lakhs only) divided into 10,000 equity shares of Rs.10/- each to Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 equity shares of Rs.10/- each

Thereafter, Company consolidated its share capital from Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 equity shares of Rs.10/- each to Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1000 equity shares of Rs.1000/- each.

Hence post consolidation Company's authorized share capital is 10,00,000/- (Rupees Ten Lakhs only) divided into 1000 equity shares of Rs.1000/- each.

Issued, Subscribed and Paid up Share Capital:

The Company has an Issued, Subscribed and Paid up Share Capital of Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1000 equity shares of Rs.1000/- each.

During the year:

1. the Company had converted its 7000 Compulsorily Convertible Debentures into equity shares;
2. the company has issued 20000 equity shares to the Phoenix Mills Limited;
3. the Company has not issued any shares with differential voting rights nor issued any sweat equity shares;
4. the Company has not issued any equity shares under employee's stock options scheme during the year under review;

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

## e. DIVIDEND:

With a view to conserve resources, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

## f. TRANSFER TO RESERVES:

The Board of Directors has not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried forward to the Statement of Profit and Loss.

## g. REVISION OF FINANCIAL STATEMENT:

Insight Mall Developers Private Limited

There was no revision of the financial statements for the year under review.

## h. DEPOSITS:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## i. DISCLOSURES UNDER SECTION 134(3)(l) OF THE COMPANIES ACT, 2013:

The Company has during the period April 1, 2018 to August 6, 2018, entered into following material agreement:

**AGREEMENT WITH ISLAND STAR MALL DEVELOPERS PRIVATE ("ISML") LIMITED AND THE PHOENIX MILLS LIMITED ("PML")**

Company had emerged as the highest bidder for the public e-auction held by JM Financial Asset Reconstruction Company Private Limited (JMFARC) for the property at Indore with a bid of Rs. 233.50 crores on March 31, 2017. ISML had agreed to subscribe to Optionally Convertible Debentures of the Company and infuse necessary funds for the proposed acquisition. Accordingly, an OCD Subscription Agreement ("DSA") dated May 8, 2017 was executed between the Company, ISML and PML.

However, the Debts Recovery Tribunal, Jabalpur had imposed an injunction on the transaction, as a reason of which the DSA had lapsed and did not take effect. All legal proceedings in connection with the transaction were been abated and the parties were in position to complete of the transaction. Hence, a fresh Optionally Convertible Debenture Subscription Agreement dated June 19, 2018 was entered by the Company with ISML and PML for the issue of Optionally Convertible Debentures by Insight to the Company for a consideration of Rs. 260 crores.

As on date of this Report, the Company has issued 26,00,000 0.0001% Optionally Convertible Debentures of Rs. 10 each amounting to Rs. 260,00,00,000 to ISML.

Except as disclosed above, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

## j. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

Insight Mall Developers Private Limited

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

k. **PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The details of transactions/contracts/arrangements entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, has been furnished in notes to the financial statements.

l. **PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:**

Full particulars of loans, guarantees, investments and securities provided during the financial year under review along with the purposes for which such loans, guarantees and securities are proposed to be utilized by the recipients thereof, has been furnished in notes to the financial statements.

2. **MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

a) **BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

The Board of Directors of the Company currently consists of Mr. Varun Parwal and Mr. Vidya Sagar.

b) **DECLARATIONS BY INDEPENDENT DIRECTORS: Not Applicable**

3. **DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES**

a. **BOARD MEETINGS:**

The Board of Directors met 15 times during the financial year ended 31st March 2018 i.e. on April 2, 2017, April 4, 2017, April 28, 2017, May 3, 2017, May 5, 2017, May 6, 2017, May 7, 2018, May 24, 2017, August 9, 2017, September 29, 2017, October 1, 2017, November 7, 2017, December 29, 2017, December 30, 2017, January 12, 2018, in accordance with the provisions of the Companies Act, 2013 and rules made there under.

b. **DIRECTOR'S RESPONSIBILITY STATEMENT:**

Insight Mall Developers Private Limited

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2018, the Board of Directors hereby confirms that:

a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit/loss of the Company for that year;
c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. the annual accounts of the Company have been prepared on a going concern basis;
e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

**c. NOMINATION AND REMUNERATION COMMITTEE: Not Applicable**

**d. AUDIT COMMITTEE: Not Applicable**

**e. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES: Not Applicable**

**f. CORPORATE SOCIAL RESPONSIBILITY POLICY: Not Applicable**

**g. INTERNAL CONTROL SYSTEMS:**

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

**h. PAYMENT OF REMUNERATION / COMMISSION TO DIRECTORS FROM HOLDING OR SUBSIDIARY COMPANIES: Not Applicable**

**4. AUDITORS AND THEIR REPORTS**

The matters related to Auditors and their Reports are as under:

Insight Mall Developers Private Limited *

**a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2018:**

The observations made by the Statutory Auditors in their report for the financial year ended 31st March 2018 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

**b. STATUTORY AUDITORS:**

In line with the requirements of Section 139 of the Companies Act, 2013 M/s Chaturvedi & Shah, Chartered Accountants (Firm Regn. No. 101720) were appointed as Statutory Auditors of the Company to hold office for a period of 5 consecutive years i.e. from F.Y.2017-18 to F.Y.2021-2022, subject to ratification by Shareholders at the Annual General Meeting or as may necessitated by the Act from time to time. The first year of audit was of the financial statements for the year ending March 31, 2018.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Hence, the appointment M/s Chaturvedi & Shah, Chartered Accountants (Firm Regn. No. 101720) is not being placed before the Shareholders for ratification.

**c. COST AUDITORS: Not Applicable**

## 5. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

**a. EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March 2018 made under the provisions of Section 92(3) of the Act is appended as Annexure I to this Report.

**b. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies' (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

Insight Mall Developers Private Limited *

c. **FORIEGN EXCHANGE EARNINGS AND OUTGO:**

There has been no Foreign Exchange outflow and Foreign Exchange inflow in the ordinary course of business in the Company.

## 6. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**For and on behalf of the Board**

**Vidyasagar Pingali**
**Director**
**DIN: 02710397**

**Date: August 6, 2018**
**Place: Mumbai**

Insight Mall Developers Private Limited

ANNEXURE I

# EXTRACT OF ANNUAL RETURN

**As on financial year ended on 31st March 2018**

***[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]***

## I. REGISTRATION AND OTHER DETAILS:

| | | |
|---|---|---|
| CIN | : | U55101MH2007PTC169124 |
| Registration Date | : | 24th March, 2007 |
| Name of the Company | : | Insight Mall Developers Private Limited |
| Category / Sub-Category of the Company | : | Private Limited Company |
| Address of the Registered office and contact details | : | C/o Market City Resources P Ltd, Grnd Flr,Opp Shakti Mills, R.R.Hosiery Bldg Shree Laxmi Woolen Mill Estate, Mahalaxmi, Mumbai-400011 |
| Whether listed company | : | No |
| Name, Address and Contact details of Registrar and Transfer Agent, if any: | : | Not Applicable |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---|---|---|---|
| 1 | Hotels and Motels, inns, resorts providing short term lodging facilities | 55101 | 100% |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and address of the Company | CIN / GLN | Holding / subsidiary / associate | % of shares held | Applicable section |
|---|---|---|---|---|---|
| 1 | The Phoenix Mills Limited | L17100MH1905PLC000200 | Holding | 100% | 2(46) |

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

### i. Category-wise Share Holding:

Insight Mall Developers Private Limited

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | - | | | | | | | | - |
| (1) Indian | - | - | - | - | - | - | - | - | - |
| a)Individual/ HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | 10,000 | 10,000 | 100 | - | 10,000 | 10,000 | 100 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub-total(A)(1): | - | 10,000 | 10,000 | 100 | - | 10,000 | 10,000 | 100 | - |
| | | | | | | | | | |
| (2) Foreign | - | | | | | | | | - |
| a) NRIs – Individuals | - | - | - | - | - | - | - | - | - |
| b) Other – Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any other | | - | - | - | - | - | - | - | - |
| Sub-total (A)(2): | - | | | | | | | | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | - | 10,000 | 10,000 | 100 | - | 10,000 | 10,000 | 100 | - |
| | | | | | | | | | |
| B. Public Shareholding | - | - | - | - | - | - | - | - | - |
| (1) Institutions | - | - | - | - | - | - | - | - | - |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e)Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f)Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h)Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others | - | - | - | - | - | - | - | - | - |

Insight Mall Developers Private Limited

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| (specify) | | | | | | | | | |
| Sub-total (B)(1): | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | |
| (2)Non-Institutions | - | - | - | - | - | - | - | - | - |
| a) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | - | - | - | - | - | - | - | - | - |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | - | - | - | - | - | - | - | - |
| c) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total(B)(2): | - | - | - | - | - | - | - | - | - |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | |
| Grand Total (A+B+C) | - | 10,000 | 10,000 | 100 | - | 10,000 | 10,000 | 100 | - |

ii. **SHAREHOLDING OF PROMOTERS:**

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the Year | | | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | % change in share holding during the year |
| 1. | Phlox Developers Private Limited | 10,000 | 100 | - | - | - | - | - |
| 2. | The Phoenix Mills Limited | - | - | - | 10,000 | 100 | - | - |

Insight Mall Developers Private Limited

iii. **CHANGE IN PROMOTERS' SHAREHOLDING): *No Change***

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1 | Phlox Developers Private Limited | | | | |
| | At the beginning of the year | 10,000 | 100 | 10,000 | 100 |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc) | 10,000 equity shares were transferred to the Phoenix Mills Limited on May 5, 2017 | 100 | 10,000 | 100 |
| | At the End of the year | - | - | - | - |
| 2 | The Phoenix Mills Limited | | | | |
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc) | 10,000 equity shares were transferred from Phlox Developers Private Limited on May 5, 2017 | 100 | 10,000 | 100 |
| | At the End of the year | 1000* | 1000* | 1000 | 1000 |

** Company's share capital was consolidated to 10,00,000/- (Rupees Ten Lakhs only) divided into 1000 equity shares of Rs.1000/- each.*

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS): Not Applicable**

| Sr. No. | Name of the shareholder | Shareholding | | Date | Increase/Decrease in Shareholding | Reason | Cumulative Shareholding during the year(April 01, 2017 to March 31, 2018) | |
|---|---|---|---|---|---|---|---|---|
| | | No. of shares at the beginning of the year | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| - | - | - | - | - | - | - | - | - |

v. **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

| Sl. No. | | Shareholding at the beginning of the year | Cumulative Shareholding during the year |
|---|---|---|---|

Insight Mall Developers Private Limited

| | For each of the Directors and KMP | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
|---|---|---|---|---|---|
| | At the beginning of the year | - | - | - | - |
| | Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) | - | - | - | - |
| | At the End of the year | - | - | - | - |

## V. INDEBTEDNESS: NIL

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 0 | - | - |
| ii) Interest due but not paid | - | 0 | - | - |
| iii) Interest accrued but not due | - | 0 | - | - |
| Total (i+ii+iii) | - | 0 | - | - |
| | | | | |
| Change in Indebtedness during the financial year | | | | |
| Addition | - | 1,37,50,000 | - | 1,37,50,000 |
| Reduction | - | (45,00,000) | - | (45,00,000) |
| Net Change | - | 92,50,0000 | - | 92,50,0000 |
| | | | | |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 92,50,000 | - | 92,50,000 |
| ii) Interest due but not paid | - | 0 | - | 0 |
| iii) Interest accrued but not due | - | 2,04,075 | - | 2,04,075 |
| **Total (i+ii+iii)** | - | 94,54,075 | - | 94,54,075 |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

*A. Remuneration to Managing Director, Whole-time Directors and/or Manager:*

| Sl. No. | Particulars of Remuneration | Name of MD/ WTD/ Manager | | | | Total Amount |
|---|---|---|---|---|---|---|
| | | ______ | ______ | ______ | ______ | |
| 1 | Gross salary | - | - | - | - | - |

Insight Mall Developers Private Limited

| | | | | | | |
|---|---|---|---|---|---|---|
| | of the Income-tax Act, 1961 | | | | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - | - |
| 2 | Stock Option | - | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - | - |
| 4 | Commission | - | - | - | - | - |
| | - as % of profit | - | - | - | - | - |
| | - others, specify | - | - | - | - | - |
| 5 | Others, please specify | - | - | - | - | - |
| | Total (A) | - | - | - | - | - |
| | Ceiling as per the Act | - | - | - | - | - |

**B. <u>REMUNERATION TO OTHER DIRECTORS:</u> *NIL***

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---|---|---|---|---|---|---|
| | | ______ | ______ | ______ | ______ | |
| | 1. Independent Directors | - | - | - | - | - |
| | Fee for attending board / committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (1) | - | - | - | - | - |
| | | | | | | |
| | 2. Other Non-Executive Directors | - | - | - | - | - |
| | Fee for attending board / committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - | - |

**C. <u>REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD-</u> *NIL***

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---|---|---|---|---|---|
| | | CEO | Company Secretary | CFO | Total |
| 1 | Gross salary | - | - | - | - |
| | (a) Salary as per provisions contained in | - | - | - | - |

Insight Mall Developers Private Limited

| | | | | | |
|---|---|---|---|---|---|
| | section 17(1) of the Income-tax Act, 1961 | | | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | - others, specify | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total | - | - | - | - |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD /NCLT/ COURT] | Appeal made, if any (give Details) |
|---|---|---|---|---|---|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

For and on behalf of the Board

Vidyasagar Pingali
Director
DIN: 02710397

Insight Mall Developers Private Limited

Date: August 6, 2018
Place: Mumbai

# INDEPENDENT AUDITOR'S REPORT

**To the Members of Insight Hotels & Leisure Private Limited**
**Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **Insight Hotels & Leisure Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss (Including Other Comprehensive Income),the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

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 were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the Ind AS 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 Ind AS 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by

CHATURVEDI & SHAH MUMBAI CHARTERED ACCOUNTANTS



**Head Office:** 714-715, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400 021, India. Tel.: +91 22 3021 8500 • Fax :+91 22 3021 8595
URL : www.cas.ind.in

**Branch : Bengaluru**

the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, 2018, and its loss, total comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

**Other Matters**

The comparative financial information of the Company for the year ended March 31, 2017 and as at April 01, 2016 prepared in accordance with Indian Accounting Standards included in these financial statements, has been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information expressed an unmodified opinion. Our Opinion is not qualified in respect of this matter. The financial statements prepared in accordance with Ind AS has no differences in the accounting principles adopted by the company on transition to the Ind AS, which have not been audited by us.

**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 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 including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.

   d) In our opinion, the aforesaid Ind AS financial statements comply with the accounting standards specified under section 133 of the Act.

   e) On the basis of written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of section 164(2) of the Act.

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS *

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".

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 which would impact on its financial position.

ii) The Company did not have any material foreseeable losses on 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 were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Chaturvedi & Shah**
Chartered Accountants
Firm Registration no.101720W

**Jignesh Mehta**
Partner
Membership No.:102749

CHATURVEDI & SHAH MUMBAI CHARTERED ACCOUNTANTS

Mumbai
Date: 7th May, 2018

**"Annexure A" to Independent Auditors' Report referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date.**

i. As the Company has no Fixed Assets, clause (i) of paragraph of 3 of the Order is not applicable to the Company.

ii. As the Company had no Inventories during the year, clause (ii) of paragraph of 3 of the Order is not applicable to the Company.

iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the Order is not applicable to the Company.

iv. As the Company has not granted any loans, investments, guarantees and securities covered under section 185 and 186 of the Act, clause (iv) of paragraph of 3 of the Order is 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 sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.

vi. To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.

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, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been generally 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, 2018 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess on account of any dispute, which have not been deposited.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or government or due to debenture holders of the company.

ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or terms loan and hence clause (ix) of paragraph of 3 of the Order is not applicable to the Company.

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS *



Continuation sheet...

x. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. As the Company had not paid any managerial remuneration, clause (xi) of paragraph of 3 of the Order is not applicable to the Company.

xii. In our opinion company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the company.

xiii. In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of the Act and details of related party transactions have been disclosed in the Ind AS financial statements etc., as required by the applicable accounting standards.

xiv. In our opinion and according to the information and explanations given to us, the Company has made private placement of equity shares and optionally convertible debentures during the year. The Company has complied with requirements of Section 42 of the Act and amount raised have been used for the purpose for which funds were raised.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.

xvi. To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Chaturvedi & Shah**
Chartered Accountants
Firm Registration no.101720W

**Jignesh Mehta**
Partner
Membership No.: 102749

CHATURVEDI & SHAH
MUMBAI
CHARTERED ACCOUNTANTS

Mumbai
Date: 7th May, 2018

**"Annexure B" to Independent Auditors' Report referred to in paragraph 2(f) 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 Control over financial reporting of **Insight Hotels & Leisure Private Limited** ("the company") as of 31st March, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year then ended.

**Management Responsibility for the 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 Act.

**Auditor's 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 Act, 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 ICAI. 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 Ind AS 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.

CHATURVEDI & SHAH
MUMBAI
CHARTERED ACCOUNTANTS

**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 Ind AS 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 Ind AS 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 Ind AS 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 31st March, 2018, 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 ICAI.

For **Chaturvedi & Shah**
Chartered Accountants
Firm Registration no.101720W

**Jignesh Mehta**
Partner
Membership No.: 102749

CHATURVEDI & SHAH MUMBAI CHARTERED ACCOUNTANTS

Mumbai
Date: 7th May, 2018

**INSIGHT HOTELS & LEISURE PRIVATE LIMITED**

(CIN No. U70100MH2006PTC161072)

**Notes on Financial Statement for the year ended 31st March 2018**

## 1. Corporate Information:

The Company is a private limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at Ground Floor, R R Hosiery Building, Shree Laxmi Woollen Mills Estate, Dr. E Moses Road, Mahalaxmi – 400 011.

The Company is mainly engaged in real estate activities.For Company's principal shareholders, refer note no. 11.

These financial statements were approved and adopted by board of directors of the Company in their meeting dated May 7, 2018.

## 2. Significant Accounting Policies:

### A) Basis of Preparation of Financial Statement:

The Financial Statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

For all the periods upto and including the year ended 31st March, 2017, the financial statements were prepared in accordance with the accounting standards notified under the section 133 of the Companies Act, 2013 read together with the paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

These Financial Statements for the year ended 31st March, 2018 are the first financial statements of the Company prepared in accordance with Ind AS. Note 23 explains how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

The Financial statements provide comparative information in respect of previous year. In addition, the company presents Balance sheet as at beginning of the previous year, which is the transition date of IND AS.

The significant accounting policies used in preparing financial statements are set out below in Note 2 (B) of the Notes to Financial Statements and are applied consistently to all the periods presented.

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

## B) Summary of Significant Accounting Policies:

### a) Functional and presentation of currency:

The financial statements are presented in Indian Rupees, which is the Company's functional currency and all amounts are rounded to the nearest rupees.

### b) Basis of measurement:

The Financial Statements have been prepared on historical cost basis, except the following:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit plans – plan assets measured at fair value.
  Share Based Payments.

### c) Use of Estimates :

The preparation of the financial statements requires management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses during the period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### d) Cash and cash equivalents:

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### e) Property, Plant and Equipment:

Capital work in progress carried at historical cost and will be capitalised on completion of the project. Company did not own any other item of Property plant and equipment.

### f) Impairment of Non – Financial Asset:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

**g)** **<u>Financial Instrument:</u>**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity. Classifications of financial instruments are in accordance with the substance of the contractual arrangement and as per the definitions of financial assets, financial liability and an equity instruments.

*Financial Assets and investments*

i) <u>Initial recognition and measurement:</u>

At initial recognition, the company measures a financial asset (other than financial asset at fair value through profit or loss) at its fair value plus or minus, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of profit & loss.

ii) <u>Subsequent recognition and measurement:</u>

Subsequent measurement of financial asset depends on the company's business model for managing the asset and the cash flow characteristics of the asset. For the purpose of subsequent recognition and measurement financial assets are classified in four categories:

- **Debt instrument at amortised cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Debt instrument at fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest revenue which are recognised in the statement of profit & loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

CHATURVEDI & SHAH MUMBAI CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

- **Debt instrument at fair value through profit and loss (FVTPL):**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the statement of profit & loss and presented net in the statement of profit & loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

- **Equity instruments:**

All equity instruments are initially measured at fair value. Any subsequent fair value gain /loss is recognised through profit or loss if such investments are held for trading purposes. The fair value gains or losses of all other equity securities are recognised in Other Comprehensive Income.

iii) De-recognition:

A financial asset is primarily derecognised i.e. removed from Company's financial statement when:

- The rights to receive cash flows from asset have expired or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under 'pass- through' arrangement and either;

  a) The Company has transferred substantially all the risks and rewards of the assets,
  b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

iv) Impairment of Financial asset:

The company assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets carried at amortised cost;
- Financial asset measured at FVOCI debt instruments.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognise impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

v) Trade receivables:

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. For some trade receivables the Company may obtain security in the form of security deposit which can be called upon if the counterparty is in default under the terms of the agreement.

*Financial Liabilities:*

i) Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

ii) Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

CHATURVEDI & SHAH ★ MUMBAI ★ CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED ★

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and has designated upon initial measurement recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit & loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Loans and Borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. Gains and losses are recognised in statement of profit & loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

iii) De - recognition:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

*Offsetting of Financial Instruments:*

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

CHATURVEDI & SHAH MUMBAI CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

**h) Classification of assets and liabilities as current and non – current:**

The Company presents assets and liabilities in Balance Sheet based on current/non-current classification.

An asset is classified as current when it is:

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

All other assets are classified as non-current.

A liability is classified as current when:

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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**i) Equity share capital:**

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

**j) Borrowing Cost:**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for such capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that are incurred in connection with the borrowing of funds.

CHATURVEDI & SHAH ★ MUMBAI ★ CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED ★

k) **Revenue Recognition:**

Revenue is recognised to the extent that is probable that the future economic benefits will flow to the entity and it can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

l) **Provisions and contingencies:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using the government securities interest rate for the equivalent period. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the notes to the financial statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

m) **Income Taxes:**

*Current Income Tax:*

Current Income Tax liabilities are measured at the amount expected to be paid to the taxation authorities using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and creates provisions where appropriate.

*Deferred Tax:*

Deferred Tax is provided, using the liability method, on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred Income Tax is determined using the tax rates and tax laws that are enacted or subsequently enacted at the end of the reporting period.

Deferred Tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

CHATURVEDI & SHAH * CHARTERED ACCOUNTANTS * MUMBAI

INSIGHT HOTELS & LEISURE PRIVATE LIMITED *

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the company has a legally enforceable right and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the statement of profit & loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**n) Earnings per share:**

Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## 3. Critical accounting estimates, assumptions and judgements:

The preparation of the financial statements requires management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses during the period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available, when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

In the process of applying the Company's accounting policies, management has made the following estimates and judgements, which have significant effect on the amounts recognized in the financial statement:

(a) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since

CHATURVEDI & SHAH ★ MUMBAI ★ CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED ★

the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

(b) Fair Value measurement:

When the fair values of financials assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

## 4. Standards Issued but not Effective:

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2018.

(a) Issue of Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

(b) Amendment to Existing issued Ind AS

The MCA has also carried out amendments of the following accounting standards:

i) Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
ii) Ind AS 40 - Investment Property (Not applicable to the company)
iii) Ind AS 12 - Income Taxes
iv) Ind AS 28 - Investments in Associates and Joint Ventures and
v) Ind AS 112 - Disclosure of Interests in Other Entities

Application of above standards are not expected to have any significant impact on the Company's Financial Statements.

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS *

INSIGHT HOTELS & LEISURE PRIVATE LIMITED *

3

**Insight Hotels & Leisure Private Limited**
(CIN No. U55101MH2007PTC169124)
**Balance sheet as at 31st March 2018**

(Amount in Rs.)

| Particulars | Notes | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|---|---|---|---|
| **Assets** | | | | |
| **Non current assets** | | | | |
| a) Capital-work-In-Progess | 5 | 20,244,169 | - | - |
| b) Financial Assets | | | | |
| i) Other Bank Balances - (Fixed Deposit ) | 6 | 512,821 | - | - |
| c) Other Non-Current Assets | 7 | 590,000,000 | 590,000,000 | - |
| | | **610,756,990** | **590,000,000** | **-** |
| **Current Assets** | | | | |
| a) Financial Assets | | | | |
| i) Trade Receivable | 8 | - | - | 16,000 |
| ii) Cash and Cash Equivalents | 9 | 102,390 | 20,007,503 | 21,393 |
| b) Other Current Assets | 10 | 1,424 | - | - |
| | | **103,814** | **20,007,503** | **37,393** |
| **Total Assets** | | **610,860,804** | **610,007,503** | **37,393** |
| **Equity and Liabilities** | | | | |
| **Equity** | | | | |
| a) Equity Share Capital | 11 | 1,000,000 | 100,000 | 100,000 |
| b) Other Equity | 12 | 598,158,114 | 609,810,003 | (179,887) |
| | | **599,158,114** | **609,910,003** | **(79,887)** |
| **Liabilities** | | | | |
| **Current Liabilities** | | | | |
| a) Financial Liabilities | | | | |
| i) Borrowings | 13 | 9,250,000 | 90,000 | 90,000 |
| ii) Trade Payables | 14 | 931,450 | - | 11,250 |
| b) Other Current Liabilities | 15 | 1,521,240 | 7,500 | 16,030 |
| | | **11,702,690** | **97,500** | **117,280** |
| **Total Equity and Liabilities** | | **610,860,804** | **610,007,503** | **37,393** |

Significant Accounting Policies and
Notes to Financial Statements — 1 to 24

As per our Report of even date

**For Chaturvedi & Shah**
Chartered Accountants
(Firm Registration No: 101720W)

**For and on behalf of the Board of Directors**

**Jignesh Mehta**
Partner
Membership No. 102749

**Varun Parwal**
Director
DIN No. 07586435

**Vidya S. Pingali**
Director
DIN No. 02710397

CHATURVEDI & SHAH ★ MUMBAI ★ CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

Place : Mumbai
Date : 07th May 2018

**Insight Hotels & Leisure Private Limited**
(CIN No. U55101MH2007PTC169124)
Statement of Profit and Loss for the financial year ended 31st March 2018

(Amount in Rs.)

| Particulars | Notes | For the financial year ended March 31, 2018 | For the financial year ended March 31, 2017 |
|---|---|---|---|
| **Income** | | | |
| Revenue From Operations | | - | - |
| Other Income | 16 | 14,245 | 3,750 |
| **Total Revenue** | | **14,245** | **3,750** |
| **Expenditure** | | | |
| Other Expenses | 17 | 222,134 | 13,860 |
| **Total Expenses** | | **222,134** | **13,860** |
| Profit/(Loss) Before Tax | | (207,889) | (10,110) |
| Tax Expenses | | | |
| Current Tax | | - | - |
| Deferred Tax | | - | - |
| **Profit/(Loss) for the year (A)** | | **(207,889)** | **(10,110)** |
| **Other Comprehensive Income** | | | |
| Items that will not be reclassified to Profit & Loss | | - | - |
| Income tax relating to items that will not be reclassified to Profit & Loss | | - | - |
| **Other Comprehensive Income for the year (B)** | | - | - |
| **Total Comprehensive Income for the year (A+B)** | | **(207,889)** | **(10,110)** |
| Earning Per Equity Share of face value of Rs. 10/- each | | | |
| Basic | 20 | (226.91) | (101.10) |
| Diluted | | (226.91) | (101.10) |

Significant Accounting Policies and Notes to Financial Statements — 1 to 24

As per our Report of even date

**For Chaturvedi & Shah**
Chartered Accountants
(Firm Registration No: 101720W)

**Jignesh Mehta**
Partner
Membership No. 102749

Place : Mumbai
Date : 07th May 2018

CHATURVEDI & SHAH ★ MUMBAI ★ CHARTERED ACCOUNTANTS

**For and on behalf of the Board of Directors**

**Varun Parwal**
Director
DIN No. 07586435

**Vidya S. Pingali**
Director
DIN No. 2710397

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

**Insight Hotels & Leisure Private Limited**
(CIN No. U55101MH2007PTC169124)
Cash Flow Statement for the financial year ended 31st March 2018

| Sr. No. | Particulars | For the year ended March 31, 2018 | (Amount in Rs.) For the year ended March 31, 2017 |
|---|---|---|---|
| **A** | **CASH FLOW FROM OPERATING ACTIVITIES** | | |
| | Net Profit /(Loss) before Taxation | (207,889) | (10,110) |
| | Operating Profit before Working Capital Changes | (207,889) | (10,110) |
| | **Change in :** | | |
| | Trade & Other Receivable | (14,245) | 16,000 |
| | Trade & Other Payables | - | (19,780) |
| | Net Cash generated from Operating Activities | **(222,134)** | **(13,890)** |
| **B** | **CASH FLOW FROM INVESTING ACTIVITIES** | | |
| | Cpaital Advance Given | - | (590,000,000) |
| | Movement in other bank balances (net) | (500,000) | - |
| | Purchase of PPE and CWIP | (17,798,979) | - |
| | Net Cash generated from Investing Activities | **(18,298,979)** | **(590,000,000)** |
| **C** | **CASH FLOW FROM FINANCING ACTIVITIES** | | |
| | Issue of Equity Shares | 200,000 | - |
| | Movement in Short Term Borrowings (net) | 9,160,000 | - |
| | Issuance of OCD | 9,256,000 | 610,000,000 |
| | Redemption of OCD | (20,000,000) | - |
| | Net Cash generated from Financing Activities | **(1,384,000)** | **610,000,000** |
| | **Net Increase/ (Decrease) in Cash and Cash Equivalents** | **(19,905,113)** | **19,986,100** |
| | **Opening Balance of Cash and Cash Equivalents** | **20,007,503** | **21,393** |
| | **Closing Balance of Cash and Cash Equivalents** | **102,390** | **20,007,503** |

**Notes to Cash Flow**

| | | | |
|---|---|---|---|
| **1** | **Components of cash and cash equivalents :** | | |
| | Cash on hand | 1,798 | 1,007 |
| | Balance with Scheduled Bank | 100,592 | 20,006,496 |
| | **Cash and Cash equivalents at the end of the year (Refer note no. 9)** | **102,390** | **20,007,503** |

| | | | | |
|---|---|---|---|---|
| **2** | **Change in Liability arising from financing activities** | **01st April 2017** | **Cash Flow** | **31st March 2018** |
| | Borrowings - Current | 90,000 | 9,160,000 | 92 50 000 |

As per our Report of even date

**For Chaturvedi & Shah**
Chartered Accountants
(Firm Registration No: 101720W)

**Jignesh Mehta**
Partner
Membership No. 102749

Place : Mumbai
Date : 07th May 2018

**For and on behalf of the Board of Directors**

**Varun Parwal**
Director
DIN No. 07586435

**Vidya S. Pingali**
Director
DIN No. 02710397

CHATURVEDI & SHAH * CHARTERED ACCOUNTANTS * MUMBAI

INSIGHT HOTELS & LEISURE PRIVATE LIMITED *

**Insight Hotels & Leisure Private Limited**
(CIN No. U55101MH2007PTC169124)
Notes to financial statements as at 31st March 2018

(Amount in Rs.)

| Notes | Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|---|---|---|---|
| 5 | **Capital-Work-In-Progress** | **20,244,169** | - | - |
| | (Includes interest cost of Rs. 204,667/- capitalised during the year) | | | |
| 6 | **Non current financial assets** | | | |
| | Other Bank Balances * | 500,000 | - | - |
| | *(Fixed Deposit having Maturity of more than 12 Months) | | | |
| | Interest accrued on Fixed Deposit | 12,821 | - | - |
| | | **512,821** | - | - |
| 7 | **Other Non Current Assets** | | | |
| | (Unsecured and considered good) | | | |
| | Capital Advance | 590,000,000 | 590,000,000 | - |
| | | **590,000,000** | **590,000,000** | - |
| 8 | **Trade Receivable** | | | |
| | ( Unsecured, Considered good ) | | | |
| | Other Receivables | - | - | 16,000 |
| | | - | - | **16,000** |
| 9 | **Cash & Cash Equivalents :** | | | |
| | Balances with bank | 100,592 | 20,006,496 | 18,385 |
| | Cash on hand | 1,798 | 1,007 | 3,008 |
| | | **102,390** | **20,007,503** | **21,393** |
| 10 | **Other Current Assets** | | | |
| | (Unsecured,considered good unless otherwise stated) | | | |
| | Balance with Statutory/ Government Authorities | 1,424 | - | - |
| | | **1,424** | - | - |
| 11 | **Share Capital** | | | |
| | **Authorised** | | | |
| | 1,000 (2017 - 10,000; 2016 - 10000) Equity Shares of Rs.1000/- each (2017 - Rs. 10 each; 2016 - Rs. 10 each) | 1,000,000 | 100,000 | 100,000 |
| | **Issued, subscribed and fully paid up** | | | |
| | 1,000 (2017 - 10000; 2016 - 10000) Equity Shares of Rs.1000/- each fully paid up (2017 - Rs. 10 each; 2016 - Rs. 10 each) | 1,000,000 | 100,000 | 100,000 |
| | TOTAL | **1,000,000** | **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 of Rs. 10 each | 10,000 | 10,000 | 10,000 |
| | Shares issued during the year of Rs. 10 each | 20,000 | - | - |
| | Conversion of CCD into shares of Rs. 10 each | 70,000 | - | - |
| | Shares Consolidated into Shares of Rs. 1000 each | 1,000 | - | - |
| | Shares outstanding at the end of the year of Rs. 1000 each | 1,000 | 10,000 | 10,000 |
| | **b) Shares held by Holding Company (after share consolidation)** | | | |
| | **The Phoenix Mills Ltd** | 1,000 | - | - |
| | 1,000 (2017 - NIL; 2016 - NIL) equity shares of Rs 1000/- each fully paid | | | |
| | **Phlox Developers Pvt Ltd** | - | 10,000 | 10,000 |
| | NIL (2017 - 10000; 2016 - 10000) equity shares of Rs 10/- each fully paid | | | |

| **c) Details of shareholders holding more than 5% Shares in the company (after share consolidation)** | **March 31, 2018** | | **March 31, 2017** | | **April 1, 2016** | |
|---|---|---|---|---|---|---|
| Equity Shares of Rs. 1000 each fully paid (2017 - Rs. 10 each; 2016 - Rs. 10 each) | **Number of shares** | **% of Holdings** | **Number of shares** | **% of Holdings** | **Number of shares** | **% of Holdings** |
| Phlox Developers Pvt Ltd- | - | - | 10,000 | 100 | 10,000 | 100 |
| The Phoenix Mills Ltd | 1,000 | 100 | - | - | - | - |

CHATURVEDI & SHAH ★ CHARTERED ACCOUNTANTS ★ MUMBAI

INSIGHT HOTELS & LEISURE PRIVATE LIMITED ★

**Insight Hotels & Leisure Private Limited**
(CIN No. U55101MH2007PTC169124)
Notes to financial statements as at 31st March 2018

(Amount In Rs.)

| Notes | Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|---|---|---|---|
| | **d) Terms of Issue** | | | |
| | The company has only one class equity shares having a par value of Rs.1,000 per share (2017 - Rs. 10 each; 2016 - Rs. 10 each). Each holder of equity shares is entitled to one vote per share. | | | |
| 12 | **Reserve and surplus** | | | |
| | **Profit and Loss Accounts** | | | |
| | As per last Balance Sheet | (889,997) | (879,887) | (878,962) |
| | (+) Net Profit/(Net Loss) For the current year | (207,889) | (10,110) | (925) |
| | **TOTAL** | **(1,097,886)** | **(889,997)** | **(879,887)** |
| | **Instrument Classified as Equity **** | | | |
| | NIL (2017 - 7000; 2016 - 7000) 0.0001% Compulsory Convertible Debentures of Rs. 100 each | - | 700,000 | 700,000 |
| | 5,99,256 (2017 - 61,000,000 (Rs. 10 each); 2016 - NIL) 0.0001% Optionally Convertible Debentures of Rs. 1,000 each | 599,256,000 | 610,000,000 | - |
| | Closing Balance | **599,256,000** | **610,700,000** | **700,000** |

** The Compulsorily Convertible Debentures (CCD's) are with a face value of Rupees 100/- each, carry a coupon rate of 0.0001%. Each CCD shall be converted into 10 fully paid up equity shares of Rs. 10 each of the company, at the request of the CCD Holders anytime during the tenure of 10 years from the date of allotment.However,the parties shall extend the period of conversion as may agreed to between the CCD holders and approved by the shareholders in a general meeting. The CCD's are Non-Marketable and subject to transfer with prior approval of the Board.

** Optionally Convertible Debentures (OCD's) are with a face value of Rupees 1,000/- each (2017 - Rs. 10 each; 2016 - NIL), carry a coupon rate of 0.0001%. Each OCD shall be converted into 1 fully paid up equity share, at the option of the issuer, at any time during tenure of OCD from date of allotment. At the option of the Company, OCDs may at any time during the tenure of the OCDs be redeemed at par in one or more tranches.

| Notes | Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|---|---|---|---|
| | **Total Other Equity** | **598,158,114** | **609,810,003** | **(179,887)** |
| 13 | **Short Term Borrowings** | | | |
| | Loan from Related Party | - | 90,000 | 90,000 |
| | Inter Corporate Deposit from holding company | 9,250,000 | - | - |
| | **TOTAL** | **9,250,000** | **90,000** | **90,000** |
| 14 | **Trade Payable - current** | | | |
| | Micro and Small Enterprises * | - | - | - |
| | Others | 931,450 | - | 11,250 |
| | | **931,450** | **-** | **11,250** |

* There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days during the year and as at March 31, 2018 and March 31,2017 and April 01, 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.

| Notes | Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 1, 2016 |
|---|---|---|---|---|
| | **The disclosure pursuant to the said Act under:** | | | |
| | a) Principal amount due to supplier under MSMED Act, 2006 | - | - | - |
| | b) Interest accrued and due on the above amount, unpaid | - | - | - |
| | c) Payment made beyond the appointed day during the year | - | - | - |
| | d) Interest paid | - | - | - |
| | e) Interest due and payable for the period of delay | - | - | - |
| | f) Interest remaining due and payable in succeeding year | - | - | - |
| 15 | **Other Current Liabilities** | | | |
| | Interest accrued but not due | 184,260 | - | - |
| | Statutory Dues | 726,314 | - | - |
| | Provision for Expenses | 610,666 | 7,500 | 16,030 |
| | **TOTAL** | **1,521,240** | **7,500** | **16,030** |

CHATURVEDI & SHAH MUMBAI CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

**Insight Hotels & Leisure Private Limited**
(CIN No. U55101MH2007PTC169124)
Notes to financial statements for the financial year ended 31st March 2018

(Amount in Rs.)

| Notes | Particualrs | | For the financial year ended 31-Mar-18 | For the financial year ended 31-Mar-17 |
|---|---|---|---|---|
| 16 | **Other Income** | | | |
| | Sundry Balance Written Back | | - | 3,750 |
| | Interest on Bank Fixed Deposit | | 14,245 | - |
| | | **TOTAL** | **14,245** | **3,750** |
| 17 | **Operation and Other Expenses:** | | | |
| | Auditors - Other Remuneration | | 7,500 | 7,500 |
| | Professional Fees | | 51,740 | 3,500 |
| | Other expenses | | 2,142 | 900 |
| | Rent Rates and Taxes & Filing Fees | | 100,408 | 1,440 |
| | Certificate & Registration Charges | | 58,740 | - |
| | Bank Charges | | 1,604 | 519 |
| | Interest expenses | | - | 1 |
| | | **TOTAL** | **222,134** | **13,860** |
| | **Payment to Auditor** | | | |
| | Audit Fees | | 7,500 | 7,500 |
| | | **TOTAL** | **7,500** | **7,500** |

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

## Insight Hotels & Leisure Private Limited
**Statement of Changes in Equity for the year ended 31st March 2018**
(CIN No. U55101MH2007PTC169124)

### A. EQUITY SHARE CAPITAL

**For the year ended 31st March, 2018**

(Amount in Rs.)

| Balance as at 1st April, 2017 | Changes in equity share capital during the year | Balance as at 31st March 2018 |
|---|---|---|
| 100,000 | 900,000 | 1,000,000 |

**For the year ended 31st March, 2017**

(Amount in Rs.)

| Balance as at 1st April, 2016 | Changes in equity share capital during the year | Balance as at 31st March 2017 |
|---|---|---|
| 100,000 | - | 100,000 |

(Refer note 11)

### B. Other Equity

**For the year ended 31st March, 2018** (Amount in Rs.)

| Particulars | Reserves & Surplus | | Instruments classified as Equity | Total |
|---|---|---|---|---|
| | Securities Premium Reserve | Retained Earnings | | |
| Balance as at 1st April, 2017 | - | (889,997) | 610,700,000 | **609,810,003** |
| Profit for the year | - | (207,889) | - | **(207,889)** |
| Issue of of Optionally Convertible Debentures | - | - | 9,256,000 | **9,256,000** |
| Conversion of Compulsory Convertible Debentures | - | - | (700,000) | **(700,000)** |
| Redemption of Optionally Convertible Debentures | - | - | (20,000,000) | **(20,000,000)** |
| **Balance as at 31st March, 2018** | - | **(1,097,886)** | **599,256,000** | **598,158,114** |

**For the year ended 31st March, 2017** (Amount in Rs.)

| Particulars | Reserves & Surplus | | Instruments classified as Equity | Total |
|---|---|---|---|---|
| | Securities Premium Reserve | Retained Earnings | | |
| Balance as at 1st April, 2016 | - | (879,887) | 700,000 | **(179,887)** |
| Profit/(Loss) for the year | - | (10,110) | - | **(10,110)** |
| Issue of Optionally Convertible Debentures | - | - | 610,000,000 | **610,000,000** |
| **Balance as at 31st March, 2017** | - | **(889,997)** | **610,700,000** | **609,810,003** |

As per our Report of even date

**For Chaturvedi & Shah**
Chartered Accountants
(Firm Registration No: 101720W)

CHATURVEDI & SHAH MUMBAI CHARTERED ACCOUNTANTS

**Jignesh Mehta**
Partner
Membership No. 102749

Place : Mumbai
Date : 07th May 2018

**For and on behalf of the Board of Directors**

**Varun Parwal**
Director
DIN No. 07586435

**Vidya S. Pingali**
Director
DIN No. 02710397

INSIGHT HOTELS & LEISURE PRIVATE LIMITED

**18 Related party Disclusure:**

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are:

a) Related Party with whom transactions have been taken place and relationships:

| | Name of the party | Relationship |
|---|---|---|
| 1 | The Phoenix Mills Limited (from 05/05/2017 onwards) | Holding Company |
| 2 | Vamona Developers Pvt Ltd. | Fellow Subsidiary |
| 3 | Phlox Developers Pvt Ltd. (Upto 05/05/2017) | Holding Company |
| 4 | Phoenix Hospitality Company Pvt Ltd. | Fellow Subsidiary |

**b) Transactions during the year**

**(Amount In Rs.)**

| Sr. No. | Nature of Transaction | Vamona Developers Pvt Ltd. | The Phoenix Mills Ltd. | Phlox Developers Pvt Ltd. | Phoenix Hospitality Company Pvt Ltd | Total |
|---|---|---|---|---|---|---|
| 1 | Issue of Optionally Convertible Debentures (OCD) | - (-) | 9,256,000 (-) | - (-) | - (-) | 9,256,000 (-) |
| 2 | Short Term Borrowings | - (-) | 9,250,000 (-) | - (-) | - (-) | 9,250,000 (-) |
| 3 | Interest on Loan | - (-) | 204,075 (-) | - (-) | - (-) | 204,075 (-) |
| 4 | Interest on OCD | 201 (-) | 391 (-) | - (-) | - (-) | 592 (-) |
| 5 | Repayment of loan | - (-) | - (-) | 90,000 (-) | - (-) | 90,000 (-) |
| 6 | Redemption of OCD | - (-) | 20,000,000 (-) | - (-) | - (-) | 20,000,000 (-) |
| 7 | Conversion of CCD | - (-) | - (-) | - (-) | 700,000 (-) | 700,000 (-) |

**Note:**-Figures in bracket represents previous year figures.

**c) Balance with the related party at the year end is as under**

**(Amount in Rs.)**

| Sr. No. | Nature of Transaction | The Phoenix Mills Limited | Vamona Developers Pvt Ltd. | Phlox Developers Pvt Ltd. | Phoenix Hospitality Company Pvt Ltd | Total |
|---|---|---|---|---|---|---|
| 1 | Short Term Borrowing | 9,250,000 (-) | - (-) | - (90,000) | - (-) | 9,250,000 (90,000) |
| 2 | ICD Interest Payable | 183,668 (-) | - (-) | - (-) | - (-) | 183,668 (-) |
| 3 | OCD Interest Payable | 391 (-) | 201 (-) | - (-) | - (-) | 592 (-) |
| 4 | Optionally Convertible Debentures | 399,256,000 (-) | 200,000,000 (-) | - (-) | - (-) | 599,256,000 (-) |
| 5 | Compulsory Convertible Debentures | - (-) | - (-) | - (-) | - (700,000) | - (700,000) |

**Note:**-Figures in bracket represents previous year figures.
1. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
2. Review of outstanding balances is undertaken each financial year through examining the financial position of the related party and the market in which related party operates. These balances are unsecured and their settlement occurs through Banking channel.

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS *

INSIGHT HOTELS & LEISURE PRIVATE LIMITED *

(Amount in Rs.)

| Notes | Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|---|

**19 Segment reporting:**

The Company is mainly engaged in real estate activities catering to Indian customers. Accordingly, the Company has only one identifiable segment reportable under IndAS 108"Operating Segment".

**20 Earnings per Share (EPS)**

| | | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|---|
| i) | Net Profit/(Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders | (207,889) | (10,110) |
| ii) | Weighted Average number of equity shares used as denominator for calculating EPS ## | 916 | 100 |
| iii) | Weighted Average number of equity shares used as denominator for calculating Diluted EPS | 600,172 | 8,771 |
| iv) | Basic Earnings per share | (226.91) | (101.10) |
| v) | Diluted Earnings per share ** | (226.91) | (101.10) |
| vi) | Face Value per equity share ## | 1,000 | 1,000 |

** Antidilutive hence same as Basic EPS
## Adjustment for consolidation of equity shares from Rs. 10 each to Rs. 1000 each

**21 Fair Value of Financial assets and Liabilities:**

(Amount in Rs.)

| Particulars | As at March 31, 2018 | | As at March 31, 2017 | | As at April 1, 2016 | |
|---|---|---|---|---|---|---|
| | Carrying Value | Fair Value | Carrying Value | Fair Value | Carrying Value | Fair Value |
| **Financial assets designated at amortised cost** | | | | | | |
| Trade Receivables | - | - | - | - | 16,000 | 16,000 |
| Cash and Cash Equivalents | 102,390 | 102,390 | 20,007,503 | 20,007,503 | 21,393 | 21,393 |
| Non current financial assets | 512,821 | 512,821 | - | - | - | - |
| **Total** | **615,211** | **615,211** | **20,007,503** | **20,007,503** | **37,393** | **37,393** |
| **Financial liabilities designated at amortised cost** | | | | | | |
| Short Term Borrowings | 9,250,000 | 9,250,000 | 90,000 | 90,000 | 90,000 | 90,000 |
| Trade and other payables | 931,450 | 931,450 | - | - | 11,250 | 11,250 |
| **Total** | **10,181,450** | **10,181,450** | **90,000** | **90,000** | **101,250** | **101,250** |

**Fair valuation techniques:**

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

Fair value of financial assets and financial liabilities are carried at amortised cost and is not materially different from its carrying cost

CHATURVEDI & SHAH * MUMBAI * CHARTERED ACCOUNTANTS *

INSIGHT HOTELS & LEISURE PRIVATE LIMITED *

**22 Financial risk Management:**

The Company's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

- **Market risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and investments in securities.

*Foreign currency risk*

The Company is exposed to insignificant foreign exchange risk as at the respective reporting dates.

*Interest rate risk*

Fluctuation in fair value or future cash flows of a financial instrument because of changes in market interest rates gives rise to interest rate risk. The Company is not exposed to the interest rate risk.

- **Credit Risk**

Credit risk is the risk of financial loss to the Company that a customer or counter party to a financial instrument fails to meet its obligations. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its operating activities, including deposits with banks.

*Trade and other recivables:*

The Company is not exposed credit risk as the company does not have significant Trade & other receivables as at the reporting dates.

*Cash and cash equivalents an other investments*

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operations.

*Exposure to credit risk*

The gross carrying amount of financial assets, net of impairment losses recognised represents the maximum credit exposure. The maximum exposure to credit risk as at March 31.2017 and March 31, 2016 is as follows:

| | As at 31/03/2018 | As at 31/03/2017 | As at 01/04/2016 |
|---|---|---|---|
| Financial assets for which loss allowances is measured using 12 months Expected Credit Losses (ECL): | | | |
| Cash and cash equivalents | 102,390 | 20,007,503 | 21,393 |
| Financial assets for which loss allowances is measured using Life time Expected Credit Losses (ECL): | | | |
| Trade receivables | - | - | 16,000 |

Cash and Cash equivalent and Trade Receiavbles are neither past due nor impaired. Management is of view that these financial assets are considered good and 12 months ECL is not provided.

CHATURVEDI & SHAH ★ CHARTERED ACCOUNTANTS ★ MUMBAI

★ INSIGHT HOTELS & LEISURE PRIVATE LIMITED

- **Liquidity risk**

  Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

  The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The current borrowings are sufficient to meet its short to medium term expansion needs.

| Particulars | As at March 31, 2018 | | | | | |
|---|---|---|---|---|---|---|
| | Carrying Amount | On Demand | Less than 12 months | 1 - 5 Years | >5 years | Total |
| Short term Borrowings | 9,250,000 | 9,250,000 | - | - | - | 9,250,000 |
| Trade and other payables | 931,450 | - | 931,450 | - | - | 931,450 |

| Particulars | As at March 31, 2017 | | | | | |
|---|---|---|---|---|---|---|
| | Carrying Amount | On Demand | Less than 12 months | 1 - 5 Years | >5 years | Total |
| Short term Borrowings | 90,000 | 90,000 | - | - | - | 90,000 |
| Trade and other payables | - | - | - | - | - | - |

| Particulars | As at April 1, 2016 | | | | | |
|---|---|---|---|---|---|---|
| | Carrying Amount | On Demand | Less than 12 months | 1 - 5 Years | >5 years | Total |
| Short term Borrowings | 90,000 | 90,000 | - | - | - | 90,000 |
| Trade and other payables | 11,250 | - | 11,250 | - | - | 11,250 |

23 There is no impact due to differences between Ind AS and Indian GAAP on the Company's total equity shareholder's funds, Statement of Profit and Loss and Cash Flow statements for the financial periods previously reported under Indian GAAP following the date of transition to Ind AS.

24 The previous year figures have been regrouped, reworked, rearranged and reclassified, whenever necessary and are to be read in relation to the amounts and other disclosures relating to the current year.

As per our Report of even date

**For Chaturvedi & Shah**
Chartered Accountants
(Firm Registration No: 101720W)

**Jignesh Mehta**
Partner
Membership No. 102749

Place : Mumbai
Date: 07th May 2018

CHATURVEDI & SHAH ★ CHARTERED ACCOUNTANTS ★ MUMBAI

**For and on behalf of the Board of Directors**

**Varun Parwal**
Director
DIN No. 07586435

**Vidya S. Pingali**
Director
DIN No. 2710397

INSIGHT HOTELS & LEISURE PRIVATE LIMITED