



*Nath Ahuja & Co.*

*Chartered Accountants*

**Independent Auditors' Report**

To The Members of Sachdeva Brothers Private Limited

**Report on the audit of the financial statements**

**Opinion**

We have audited the accompanying financial statements of Sachdeva Brothers Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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 March 31, 2019, and its profit and loss for the year ended on that date.

**Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's responsibility for the financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

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 Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 it appears from our examination of those books;
- c) The balance sheet and the statement of profit and loss dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. The Company does not have any pending litigations which would impact its financial position;
  - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Nath Ahuja & Co.**

Chartered Accountants

Firm Registration No.: 001083N

NEW DELHI

N. N. Ahuja

Proprietor

Membership No.: 080178

Place: New Delhi

Date: 29-May-2019

#### **Annexure "A" to the Independent Auditor's Report**

1. In respect of the Company's fixed assets:
  - a) According to the information and explanations given to us, Clause (a) is not applicable as the Company does not have any fixed assets.
2. The company does not hold any physical inventories. Thus, paragraph 2 of the Order is not applicable to the Company.
3. According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in

the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

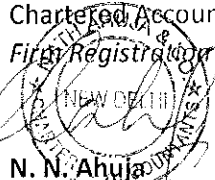
4. In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
7. In respect of statutory dues:

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of 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 other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of 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 other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable

- b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the company has not taken any loans from financial institutions or banks so there is no default in repayment of dues to financial institutions or banks or bond holders. Accordingly, paragraph 3 (viii) of the order is not applicable.
  9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
  10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to information and explanation given to us, the company has paid/provided managerial remuneration in accordance with provision of section 197 read with schedule V of the companies Act.
12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them hence provision of section 192 of Companies Act 2013 are not applicable to the Company.
16. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Nath Ahuja & Co.  
Chartered Accountants  
Firm Registration No.: 001083N  
  
N. N. Ahuja  
Proprietor  
Membership No.: 080178

Place: New Delhi  
Date: 29-May-2019

**SACHDEVA BROTHERS PRIVATE LIMITED**

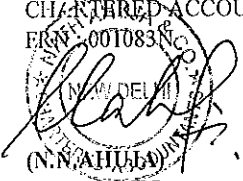
Regd. Office :- 201, VIPPS CENTRE,  
 MASJID MOTH, G.K. -II, NEW DELHI-  
 CIN NO. U15311DL1986PTC222606

**Balance Sheet as at 31st March,2019**

Particulars	Note	As at 31-March-2019	As at 31-March-2018
<b>A. ASSETS</b>			
<b>Non-Current Assets</b>			
-			
<b>Current Assets</b>			
Financial Assets		-	-
Other Current Assets	3	-	21,232
<b>Total</b>		<u>-</u>	<u>21,232</u>
<b>TOTAL ASSETS</b>		<u>-</u>	<u>21,232</u>
<b>B. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	4	1,583,500	1,583,500
Other equity	5	<u>(1,589,400)</u>	<u>(2,009,944)</u>
<b>Total</b>		<u>(5,900)</u>	<u>(426,444)</u>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
-			
<b>Current Liabilities</b>			
Financial Liabilities			
Other Financial Liabilities	6	5,900	447,675
<b>Total</b>		<u>5,900</u>	<u>447,675</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>-</u>	<u>21,232</u>


The Accompanying Notes form an integral part of  
 the Financial Statements

In terms of our separate report of even date attached

For NATH AHUJA & CO.  
 CHARTERED ACCOUNTANTS  
 ERN - 001083 No.  
  
 PROPRIETOR  
 Membership No: 80178

For and on behalf of the board of directors

  
 Satnam Arora  
 Director  
 DIN No. 00010667

  
 Gurnam Arora  
 Director  
 DIN No. 00010731

Place :- New Delhi  
 Dated :- 29.05.2019

**SACHDEVA BROTHERS PRIVATE LIMITED**

Regd. Office :- 201, VIPPS CENTRE,  
MASJID MOTH, G.K. -II, NEW DELHI-  
CIN NO. U15311DL1986PTC222606

Statement of Profit and Loss for the year ended 31st March 2019

(In Rupees)

Particulars	Note	For the Year Ended 31-March-2019	For the Year Ended 31-March-2018
<b>INCOME</b>			
Revenue from Operations		-	-
Balance Written Back		468,819	-
<b>Total Income</b>		<u>468,819</u>	<u>-</u>
<b>EXPENSES</b>			
Administrative Expenses	7	48,276	30,315
<b>Total Expenses</b>		<u>48,276</u>	<u>30,315</u>
<b>Profit Before Tax</b>		<u>420,543</u>	<u>(30,315)</u>
<b>Tax Expenses</b>			
Current Tax		-	-
<b>Profit/(Loss) for the year</b>		<u>420,543</u>	<u>(30,315)</u>
<b>Other Comprehensive Income for the year</b>		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>420,543</u>	<u>(30,315)</u>
<b>EARNING PER EQUITY SHARE (Face value of ` 100 each)</b>			
Basic (In Rs.)	8	26.56	(1.91)
Diluted (In Rs.)	8	26.56	(1.91)

The Accompanying Notes form an integral part of the Financial Statements

In terms of our separate report of even date attached

For NATH AHUJA & CO.  
CHARTERED ACCOUNTANTS

FRN: 1091089N

  
(NATH AHUJA)  
PROPRIETOR

Membership No: 80178

For and on behalf of the board of directors

  
Satnam Arora  
Director

DIN No. 00010667



Gurnam Arora  
Director

DIN No. 00010731

Place :- New Delhi  
Dated :- 29.05.2019



**SACHIDEVA BROTHERS PRIVATE LIMITED**

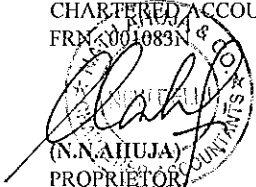
Regd. Office :- 201, VIPPS CENTRE,  
MASJID MOTH, G.K. -II, NEW DELHI-  
CIN NO. U15311DL1986PTC222606

**Cash Flow Statement for the year ended 31st March 2019**

Particulars	(In Rupees)	
	For the Year Ended 31-March-2019	For the Year Ended 31-March-2018
<b>A. Cash Flow From Operating Activities</b>		
Net Profit before tax	420,543	(30,315)
Operating profit before working capital changes	420,543	(30,315)
Adjustments for		
Increase/(Decrease) in Financial Liabilities	(441,775)	30,315
(Increase)/Decrease in Current Assets	21,232	-
Cash generated from operations	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents	-	-
- Cash & Cash equivalent at beginning of the year	-	-
- Cash & Cash equivalent at end of the year	-	-


In terms of our separate report of even date attached

For NATH AHUJA & CO.  
CHARTERED ACCOUNTANTS  
FRN 001083N

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

For and on behalf of the board of directors

  
Satnam Arora  
Director  
DIN No. 00010667

  
Gurnam Arora  
Director  
DIN No. 00010731

Place :- New Delhi  
Dated :- 29.05.2019

**SACHDEVA BROTHERS PRIVATE LIMITED**

Regd. Office :- 201, VIPPS CENTRE,  
MASJID MOTH, G.K. -II, NEW DELHI-  
CIN NO. U15311DL1986PTC222606

As at	31-March-2019	31-March-2018
<b>3 Other Current Assets</b>		
(Unsecured, Considered good)		
Advance Tax	-	21,232
	<u>-</u>	<u>21,232</u>
<b>4 Equity Share Capital</b>		
<u>Authorised Share Capital</u>		
20,000 (Previous year 20,000)	2,000,000	2,000,000
Equity shares of Rs. 100/- each		
<u>Issued, Subscribed And Paid-Up Capital</u>		
15835 Equity Shares of Rs. 100/- each fully paid-up	1,583,500	1,583,500
	<u>1,583,500</u>	<u>1,583,500</u>

- a) The reconciliation of the number of shares outstanding is set out below:
- |  |        |        |
|--|--------|--------|
| Number of Equity Shares at the beginning of the year | 15,835 | 15,835 |
| Number of Equity Shares issued during the year       | -      | -      |
| Number of Equity Shares at the end of the year       | 15,835 | 15,835 |
- b) Shares held by Shareholders holding more than 5 percent shares in the Company :

As at	31-March-2019		31-March-2018	
	No. of Shares	Shareholding	No. of Shares	Shareholding
Kohinoor Foods Limited	15,835	100.00%	15,835	100.00%

- c) **Terms/Rights attached to equity shares**  
The Company has only one class of equity shares having a par value of Rs. 100/- per share. Each holder of equity shares is entitled to one vote per share and has equal dividend right. The Company declares and pays dividend in Indian Rupees. The Dividend if proposed by the Board of Directors is subject to shareholders approval in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held by the shareholders.

As at	31-March-2019	31-March-2018
<b>5 Other Equity</b>		
<b>Investment Allowance Reserve</b>	358,849	358,849
<b>Amalgamation Reserve</b>	1,511,173	1,511,173
<b>Retained Earnings</b>		
As per last Balance Sheet	(3,879,966)	(3,849,651)
Profit/(Loss) during the year	420,543	(30,315)
Other Comprehensive Income	-	-
	<u>(3,459,423)</u>	<u>(3,879,966)</u>
	<u>(1,589,400)</u>	<u>(2,009,944)</u>
<b>6 Other Financial Liabilities (Current)</b>		
Amount Payable to Parent Company	-	431,524
Amount Payable to Others	5,900	16,151
	<u>5,900</u>	<u>447,675</u>



**SACHDEVA BROTHERS PRIVATE LIMITED**

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(In Rupees)

Particulars	Note	For the Year Ended 31-March-2018	For the Year Ended 31-March-2017
<b>7 Administrative Expenses</b>			
Payment to Auditors		5,900	5,900
-Statutory Audit Fee		42,376	24,415
Legal and Professional Charges		0	0
		<u>48,276</u>	<u>30,315</u>
<b>8 Earning Per Share</b>			
<b>a) Calculation of Weighted Average number of equity shares</b>			
<b>For Basic/Diluted EPS</b>			
No. of Shares at the beginning of the year		15,835	15,835
Equity Shares issued during the year		-	-
Total number of equity shares outstanding at the end of the year		15,835	15,835
Equity shares outstanding for 365 days		15,835	15,835
Weighted Average number of equity shares outstanding during the year		15,835	15,835
<b>b) Net Profit after tax available for equity shareholders</b>		420,543	(30,315)
Earnings per share (face value per share Rs. 100 each) Basic and Diluted		26.56	(1.91)

**9 Disclosures under Ind AS-24 on related party disclosure.**

**(a) Holding Company**


-Kohinoor Foods Limited


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


	Holding Company
<b>Transactions during the year</b>	
-Payment made by related party on behalf of the company	48,276 (33,040)
Balance written back	479,800
<b>Balances outstanding at the year end:-</b>	
-Amount due to Parent Company	(431,524)

\*Figures in ( ) are related to previous year.

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

  
SACHDEVA BROTHERS PRIVATE LIMITED  
PROPRIETOR  
Membership No. 80178

  
Salnam Arora  
Director  
DIN No. 00010867

  
Gurnam Arora  
Director  
DIN No. 00010731

Place :- New Delhi  
Dated :- 29.05.2019