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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KLG STOCK BROKERS PRIVATE LIMITED

1. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of KLG STOCK BROKERS PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Standalone Financial Statements.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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



4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31,2016.
- (b) in the case of the Profit and Loss Account, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- (i). As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the "Annexure A", statement on the matters specified in paragraphs 3 and 4 of the Order.
- (ii) 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (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:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. Transfer to Investor Education and Protection Fund is not applicable to the company.

Place: Mumbai

Date: 26th May, 2016

For NBS & CO. Chartered Accountants Firm Reg.No.110100W

CA Devdas Bhat

Partner

Membership No. 048094



Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the members of **KLG STOCK BROKERS PRIVATE LIMITED** on the financial statements for the year ended March 31, 2016, we report that

- i) In respect of its Fixed Assets:
 - a) The company does not have any fixed assets as on 31st March 2016
- ii) In respect of its inventories
 - a) There are no inventories held by 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. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the company has not given any loan, guarantee or provided any security or made any investments as per the provisions of Section 185 and 186 of the Act.
- v) The Company has not accepted any deposits during the year from public.
- vi) The Central Government has not prescribed maintenance of Cost records under Section 148 (1) of the Act.
- a) According to information and explanation given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Service Tax, Duty of customs, Duty of excise, Value Added Tax, Cess and any other statutory dues with appropriate authorities. According to the information and explanation given to us, there are no undisputed amounts in respect of sale tax, income-tax, customs duty, service tax, excise duty and Cess and other material statutory dues were in arrears as at 31st March 2016 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, wealth tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
- viii) The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- x) According to the information and explanation given to us no fraud on or by the company has been noticed or reported during the course of our audit.
- xi) According to the information and explanation given to us and based on our examination of the records of the company has not paid/provided for managerial remuneration during the period under audit. Hence provisions of section 197 of the Act read with Schedule V to the Act are not applicable.
- xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

FRN

Mumbai

26th May, 2016.

Place:

Date:

- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly paragraph 3 (xv) of the Order is not applicable.
- xvi) The Company was not required to be registered under section 45 –IA of the Reserve Bank of India Act 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For NBS & Co.

Chartered Accountants Firm Reg.No.110100W

MUMBAI FRN 110100V

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CA Devdas Bhat

Partner

Membership No. 048094

Annexure B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of KLG STOCK BROKERS PRIVATE LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

Place:

Mumbai

26th May, 2016.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For NBS & Co. Chartered Accountants Firm Reg.No.110100W

CA Devdas Bhat

Partner

Membership No. 048094

Particulars	Note No.	Note No. Current Year		Previous Year
		Amount(Rs.)	Amount(Rs.)	Amount(Rs.)
I EQUITY & LIABILITIES				
(1) SHAREHOLDERS' FUNDS				
Share Capital	2	3,600,000		3,600,000
Reserves and Surplus	3 _	(466,645)		(366,928
			3,133,355	3,233,072
(2) NON-CURRENT LIABILITIES				
(3) CURRENT LIABILITIES				
Trade Payables	4	-		-
Other Current Liabilities	5	17,175		16,854
Short Term Provisions	_	-		
			17,175	16,854
TOTAL			3,150,530	3,249,926
I ASSETS:		•		
(1) NON-CURRENT ASSETS				
Long Term Loan and Advances	• 6		100,000	100,000
Other Non-Current Assets	7		-	78,916
(2) CURRENT ASSETS				
Current Investments		-		-
Cash and Cash Equivalents	8	20,530		71,010
Short Term Loans & Advances	. 9	3,030,000		3,000,000
			3,050,530	3,071,010
TOTAL			3,150,530	3,249,926
Significant Accounting Policies	. 1	_		
Notes on Financial Statements	2 to 17			

AS PER OUR REPORT OF EVEN DATE

For NBS & Co.

Chartered Accountants

Firm Reg.No.110100W

Devdas Bhat Partner

Membership No. 48094

Place: Mumbai

Date:

For and on behalf of the Board of Directors

Milan Lalit Mandani

(Director) **DIN: 06708526**

Nilesh Mehta

(Director)

Particulars	Note No.	Current Year Amount(Rs.)	Previous Ye Amount(Rs
Revenue from Operations		-	
Other Income	10	-	
Total Revenue			
Expenditure			
Depreciation and amortisation expenses		78,916	78,9
Other Expenses	11	20,801	29,9
Total Expenses		99,717	108,9
•	•		<u>-</u>
(Profit/(Loss) before Exceptional and Extraor	dinary Items and Tax)	(99,717)	(108,9
Exceptional Items		-	
Profit/(Loss) before Extraordinary Items and	Tax	(99,717)	(108,9
Extraordinary Items		-	
Profit/(Loss) before Tax		(99,717)	(108,90
Tax Expenses		, , ,	
- Current Tax		-	
- Deferred Tax		-	
Profit/(Loss) for the period from Continuing C	Operations	(99,717)	(108,90
Profit/(Loss) for the period from Discontinuing	g Operations	-	
Tax Expenses of Discontinuing Operation		-	
Profit/(Loss) for the period from Discontinuing	g Operations (After Tax)	-	,
Profit/(Loss) for the period		(99,717)	(108,90
Earnings per share (Basic and Diluted)	•	(0.28)	(0.3
(Refer Note No.16)		(-20)	(5.5
Significant Accounting Policies	. 1		
Notes on Financial Statements	2 to 17		

AS PER OUR REPORT OF EVEN DATE

For NBS & Co.

Chartered Accountants

Firm Reg.No.110100W

Devdas Bhat

Partner Membership No. 48094

Place: Mumbai

Date:

For and on behalf of the Board of Directors

Milan Lalit Mandani

(Director)

DIN: 06708526

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Nilesh Mehta (Director)

Particulars		Current Year Amount(Rs.)	Previous Year Amount(Rs.)
A) Cash flow from operating activities		Amountary	2 mount(1ts)
Net profit after tax & extraordinary items		(99,717)	(108,902)
Adjustment for:			
Depreciation and Amortisation Expenses		78,916	78,916
Dividend Income		-	-
Profit on Sale of Fixed Assets	•	<u> </u>	
Operating Profit before working capital changes		(20,801)	(29,986)
Adjustment for working capital Changes			
(Increase)/Decrease in Short term Loans and Advance		(30,000)	-
Increase/(Decrease) in Trade and Other Payable		321	•
Cash generated from Operations		(50,480)	(29,986)
Direct taxes	. •		-
Cash flow before extraordinary items		(50,480)	(29,986)
Extraordinary items	_	(50, 400)	(20.000)
Cash flow from operating activities	(A)	(50,480)	(29,986)
3. Cash flow from Investing activities			
Purchase of Fixed Assets		-	-
Sales of Fixed Assets		-	-
Preliminary Expenditure Purchase of Investments-Long Term		- -	-
Purchase of Investments-Short Term	·	_	-
Purchase of Investments-Subsidiary			
Dividend Income		-	
Sale of Investment	_	-	
Net cash used in Investment activities	(B)	-	-
C. Cash flow from Financing activities		•	
Increase/(Decrease) in Term Loan (Net of Repayment)		-	-
Increase/(Decrease) in Unsecured Loan (Net of Repayment)			-
Proceeds from issue of Share Capital		-	-
Share Application Money Received			-
Dividend Paid (Net)	_	-	
Net cash used in financing activities	(C)	-	•
et increase / decrease in cash and cash equivalents	(A+B+C)	(50,480)	(29,986)
Cash & cash equivalents as at April 1, 2014		71,010	100,996
(opening balance) cash in hand & balance with banks	_		24 040
Cash & cash equivalents as at March 31, 2015 (closing balance) cash in hand & balance with banks	_	20,530	71,010

Note: Figures in brackets represent outflows

AS PER OUR REPORT OF EVEN DATE

For NBS & Co.

Chartered Accountants

Firm Reg.No.110100W

Devdas Bhat

Partner

Membership No. 48094

Place: Mumbai

Date:

For and on behalf of the Board of Directors

Milan Lalit Mandani (Director)

DIN: 06708526

Nilesh Mehta (Director)

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Particulars			Current Year Amount(Rs.)	Previous Year Amount(Rs.)
NOTE NO. 2 - SHARE CAPITAL				
(a) Authorised 35,00,000 Equity Shares of Rs.10/- each (Previous Year 35,00,000)		,	35,000,000	35,000,000
(b) Issued, Subscribed and paid up 3,60,000 Equity Shares of Rs. 10/- Each (Fu (Previous Year 3,60,000)	ally Paid up)		3,600,000	3,600,000
(2127)300 2001 5,000,000			3,600,000	3,600,000
Equity Shares at the beginning of the year			No. of Shares 360,000	No. of Shares 360,000
Add: Issue of Shares during the year			-	
No. of Shares at the end of the year			360,000	360,000
d) Details of Shareholder Holding More tha				***************************************
	Curre	nt Year	Previou	
Equity Shares Held by		nt Year % of Holding	Previou No. of Shares	ıs Year % of Holding
	Curre			
Equity Shares Held by Holding Company: -K L G Capital Services Limited	Curren No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Shares Held by Holding Company: -K L G Capital Services Limited OTE NO. 3 - RESERVE AND SURPLUS	Curren No. of Shares	% of Holding	No. of Shares 360,000 Current Year	% of Holding 100% Previous Year
Equity Shares Held by Holding Company: -K L G Capital Services Limited OTE NO. 3 - RESERVE AND SURPLUS	Curren No. of Shares	% of Holding	No. of Shares 360,000 Current Year	% of Holding 100% Previous Year
Equity Shares Held by Holding Company: -K L G Capital Services Limited OTE NO. 3 - RESERVE AND SURPLUS 1) Profit & Loss Account	Curren No. of Shares	% of Holding 100%	No. of Shares 360,000 Current Year	% of Holding 100% Previous Year Amount (Rs.)
Holding Company: -K L G Capital Services Limited NOTE NO. 3 - RESERVE AND SURPLUS a) Profit & Loss Account Balance as per last Balance Sheet	Curren No. of Shares	% of Holding 100% (366,928)	No. of Shares 360,000 Current Year	% of Holding 100% Previous Year Amount (Rs.)







Particular	tes forming part of the Balanc			D **
Particular	S		Current Year Amount(Rs.)	Previous Year Amount(Rs.)
NOTE NO. 4 - TRADE PAY	ABLES	•		
The Company does not have	e in its records any intimation from	suppliers regardin	g their status under	Micro, Small an
	opment Act, 2006 and hence disclo			
together with interest paid/p	payable as required under the said A	ct have not been fi	urnished.	٠
NOTE NO. 5- OTHER CUR	RENT LIABILITIES	•		
Creditors For Expenses			17,175	16,854
		:	17,175	16,854
NOTE NO.6- LONG TERM	LOANS & ADVANCES			
Membership Deposit		<u>-</u>	100,000	100,000
		=	100,000	100,000
NOTE NO. 7 - OTHER NON	-CURRENT ASSETS			
Preliminary Expenses	and Preoperative Expenses	_	<u> </u>	78,916
NOTE NO. 8 - CASH AND C	ASH EQUIVALENTS	-		78,916
(a) Cash on hand			8,826	10,026
(b) Balance with Schedule	ed Banks			
-On Current Account		_	11,704 20,530	60,984 71,010
OTE NO.9- SHORT TERM	LOANS & ADVANCES			
, , ,	cash or in kind for value to ed & Considered Good)			
-Related Parties (Rent I	Deposit)	3,000,000		3,000,000
-Others	-	30,000	3,030,000	3,000,000
•				<u> </u>
		=	3,030,000	3,000,000
OTE NO. 10 - OTHER INCO				
Hilerest off meonie Tax Ketur	ıu	· —		
		-		
		===	<u> </u>	-
OTE NO.11 - OTHER EXPE	NSES AND GENERAL EXPENSES			
Payment to Auditors - Audit Fees		17.175		14044
		17,175	17,175	16,854 16,854
Filing Fees Other Adiminstration Ex	nenses		2,426	6,074
Professional Fees	ponova	_	1,200	1,440 5,618
TOTAL		==	20,801	29,986







NOTES ON FINANACIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO. 12- RELATED PARTY DISCLOSURE: (AS IDENTIFIED BY THE MANAGEMENT)

List of Related Parties

01. Major Shareholder having control over the company

KLG Capital Services Limited

03. Key Management Personal

Milan Lalit Mandani (Director)

04. Ultimate holding Company

Awaita Properties Pvt. Limited

Disclosure of Related party Transactions between the Company and related parties for the year ended March 31, 2016

	As At 31 March 2016 (Amount in Rs.)	As At 31 March 2015 (Amount in Rs.)	
i) Holding Company			
Loan taken	- 1		
Loan Repaid	-	-	
Closing Balance	-	- '	
i) Ultimate holding Company			
Rent Free Deposit	3,000,000	3,000,000	
	-	_	

NOTE NO. 13 -DIRECTOR'S REMUNERATION

No remuneration has been paid to any of the directors.

NOTE NO. 14 -FOREIGN CURRENCY TRANSACTIONS

There is no income or expenditure in foreign currency during the year.



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NOTE NO. 15

Management has policy of making provision of leave encashment on accrual basis as per 'AS 16 regarding Retirement benefits.

NOTE NO. -16 EARNINGS PER SHARE

Particulars	As At 31 March 2016 (Amount in Rs.)	As At 31 March 2015 (Amount in Rs.)
Net Profit/(Loss) After Tax available for		
Equity Shareholders	(99,717)	(108,902)
Weighted Average Number of Equity Shares		
of Rs.10/- each outstanding during the year	360,000	360,000
Basic/Diluted Earning Per Share Rs.	(0.28)	(0.30)

NOTE NO. 17

- a. Figures are rounded off to nearest rupees.
- b. In the opinion of the Management current assets, advances are approximately of the value stated if realized in the ordinary course of business except otherwise stated.
- c. Previous year figures have been regrouped or rearranged wherever necessary.

AS PER OUR REPORT OF EVEN DATE

For NBS & Co.

Chartered Accountants

Devdas-Bhat

Membership No. 48094

Place: Mumbai

Date :

For and on behalf of the Board of Directors

Milan Lalit Mandani (Director)

DIN: 06708526

Nilesh Mehta

(Director)

July