

Ref. No.-SA-V-11R

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF VSD BUILDWELL PRIVATE LIMITED**

Report on the Financial Statements

We have audited the accompanying Financial Statements of VSD Buildwell Pvt. Limited which comprise of the Balance Sheet as at March 31, 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. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

Management's responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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



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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its loss, its cash flows and changes in Equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A. a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and 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 written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;

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- 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"; 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 did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For L.B. Jha & Co.
Chartered Accountants
Firm's Registration Number: 301088E


Satyabrata Pati
Partner
Membership Number: 095080

Place: New Delhi
Dated: 18.05.2018

ANNEXURE – A TO THE AUDITORS’ REPORT

To the Members of

VSD Buildwell Pvt. Ltd.

[Referred to in paragraph 1 of the Independent Auditors’ Report of even date]

- (i) a. The company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.
- b. The fixed assets have been physically verified by the management at reasonable intervals and no discrepancies were noticed on such physical verification.
- c. According to the information and explanations given to us and the records of the company examined by us, the title deeds of immovable properties are held in the name of the company.
- (ii) On the basis of information given to us and our examinations of records, we believe that the company does not have any inventory.
- (iii) The company has not granted any loan, secured or unsecured, to companies covered in the register maintained under section 189 of the companies Act, 2013 during the current financial year.
- (iv) According to the information and explanations given to us and the records of the company examined by us, the company has complied with the provisions of the section 185 and 186 of the Act in respect of investment made and loans advanced. Also the company had not given any guarantee or provided any security to other.
- (v) According to the information and explanations given to us, in our opinion the company has not accepted any deposits within the meaning sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder.
- (vi) According to the information and the explanation received from the company, we are of the opinion that the Central Government has not prescribed the maintenance of the cost records under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Income Tax and Works Contract Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Cess etc., as applicable. According to the information and explanations given to us, no undisputed amounts payable in respect there of were in arrears as at 31.03.2018 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues relating to Sales Tax, Wealth Tax, Service Tax, Income Tax, etc., as applicable, which have not been deposited on account of any dispute.
- (viii) The company has neither taken any loan from financial institutions or banks or Government nor issued any debentures during the year.

- (ix) According to information and explanations given to us and records examined by us, the Company does not obtained any term loans or raise any moneys by way of initial public offer (including debt instruments) during the current Financial Year.
- (x) During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor we have been informed of such case by the management.
- (xi) According to the information and explanations given to us and the records of the company examined by us, the company does not paid any managerial remuneration during the current financial year.
- (xii) The related statutes are not applicable as the company is not a Nidhi Company.
- (xiii) According to the information and explanations given to us and the records of the company examined by us, the company has complied with the requirements of Sections 188 of the Act with respect to its transactions with the related parties to the extent applicable. Pursuant to the requirement of the applicable Accounting Standards, details of the related party transactions have been disclosed in Note 16 of the Financial Statements for the year under audit. However provisions of section 177 of the Company Act, 2013 is not applicable to company.
- (xiv) The company has neither made any preferential allotment of shares nor fully or partly convertible debentures during the year under audit.
- (xv) According to the information and explanations given to us and the records of the company examined by us, the company has not entered into any non-cash transactions, with any director of the company and the holding company or persons connected with them, involving acquisition of assets by or from them for consideration other than cash.
- (xvi) In our opinion, and according to the information and explanations given to us, not being a non-banking financial company, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For L.B. Jha & Co.
Chartered Accountants
Firm's Registration No. 301088E



Satyabrata Pati
Partner

Membership No. 095080

Place: New Delhi
Date: 18.05.2018

ANNEXURE – B TO THE AUDITORS' REPORT

To the Members of

VSD Buildwell Pvt. Ltd.

[Referred to in paragraph 2(f) of the Independent Auditors' Report of even date]

Report on the Internal financial Control 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 **VSD Buildwell Pvt. Ltd.** as of March 31, 2018 in conjunction with our audit of the financial statements of the company for the year ended as on that date.

Management's Responsibility for Internal Financial control

The company's management is responsible for establishing and maintaining internal financial control 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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" and the Standards on Auditing, issued by The Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act 2013, to the extent applicable. 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 maintaining 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 control system over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk 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 control system over financial reporting.

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Meaning of Internal Financial Control 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 statement 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:-

- a. pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b. provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles and that receipt and expenditure of the company are being made only in accordance with authorization of management and directors of company; and
- c. 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 statement.

Inherent Limitations of Internal Financial Control over Financial Reporting

Because of inherent limitations of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control 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 procedure may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial control 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 control over financial reporting issued by the Institute of Chartered Accountants of India.

For L.B. Jha & Co.
Chartered Accountants
Firm's Registration No. 301088E


Satyabrata Pati
Partner
Membership No. 095080

Place: New Delhi
Date: 18.05.2018

VSD BUILDWELL PVT. LTD.
BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULARS	NOTE NO.	31.03.2018	31.03.2017	01.04.2016
ASSETS				
Current assets				
(A) Financial Assets				
(i) Cash and cash equivalents	1	3,99,168	4,27,305	4,49,168
Total Current Assets		3,99,168	4,27,305	4,49,168
Total Assets		3,99,168	4,27,305	4,49,168
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	2	5,00,000	5,00,000	5,00,000
(b) Other Equity	3	(1,42,021)	(1,13,704)	(97,780)
Total equity		3,57,979	3,86,296	4,02,220
LIABILITIES				
Current liabilities				
(a) Financial Liabilities				
(a) Other current liabilities	4	41,189	41,009	46,948
Total Current Liabilities		41,189	41,009	46,948
Total liabilities		41,189	41,009	46,948
Total Equity & Liabilities		3,99,168	4,27,305	4,49,168

The accompanying notes are an integral part of the financial statements
In terms of our report of even date attached herewith

As per our report of even date at
for L.B. Jha & Co.

For & on behalf of the Board
VSD BUILDWELL PVT. LTD.

Chartered Accountants

~~Total Current Assets~~



Partner

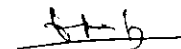
Membership No. 095080

Place : New Delhi

Date : 18.05.2018



Director



Director

**VSD BUILDWELL PVT. LTD.
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018**

PARTICULARS	Notes	For the year	For the year	For the year
		ended 31st March 2018	ended 31st March 2017	ended 1st April 2016
		(Rs.)	(Rs.)	(Rs.)
Income				
Revenue from operations		-	-	-
Total Revenue		<u>-</u>	<u>-</u>	<u>-</u>
Expense				
Other Expenses	5	<u>28,317</u>	<u>15,924</u>	<u>11,173</u>
Total Expenses		<u>28,317</u>	<u>15,924</u>	<u>11,173</u>
Loss before taxes		(28,317)	(15,924)	(11,173)
Tax Expense:				
Current Tax		-	-	-
Profit/(loss) for the Year		<u>(28,317)</u>	<u>(15,924)</u>	<u>(11,173)</u>
Earning per Share (Basic & Diluted)		(0.57)	(0.32)	(0.22)

The accompanying notes are an integral part of the financial statements

In terms of our report of even date attached herewith

As per our report of even date attached.

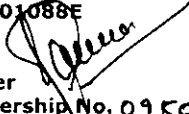
For & on behalf of the Board

for L.B. Jha & Co.

VSD BUILDWELL PVT. LTD.

Chartered Accountants ·

FRN 301088E




Director



Director

Partner

Membership No. 095080

Place : New Delhi

Date : 18.05.2018

VSD BUILDWELL PVT. LTD.				
NOTES TO THE FINANCIAL STATEMENTS				
PARTICULARS	Note No.	31st March 2018 (Rs.)	31st March 2017 (Rs.)	1st April 2016 (Rs.)
FINANCIAL ASSETS				
CURRENT ASSETS				
Cash and Bank Balances	1			
Cash and Cash Equivalents				
- Balance with banks in current account		3,99,168	4,27,305	4,49,168
		<u>3,99,168</u>	<u>4,27,305</u>	<u>4,49,168</u>
EQUITY				
Share Capital	2			
Authorised Capital				
50000 (P.Y 50000) Equity Shares of Rs.10/- each		5,00,000	5,00,000	5,00,000
Issued, Subscribed & Paid up Capital				
50000 (P.Y 50000) Equity Shares of Rs.10/- each fully paid up		5,00,000	5,00,000	5,00,000
Total		<u>5,00,000</u>	<u>5,00,000</u>	<u>5,00,000</u>
a) Reconciliation of the number of shares outstanding is as follows :				
Equity Shares				
		Nos. (Rs.)	Nos. (Rs.)	(Rs.)
At the beginning of the year		50000 5,00,000	## 5,00,000	5,00,000
Add: Issued/(Cancelled) during the year		- -	- -	-
At the end of the year		50000 5,00,000	## 5,00,000	5,00,000
b) Details of shareholders holding more than 5% shares in the company				
Name of Shareholder		%	No. of Shares	%
Vipul SEZ Developers Pvt. Ltd., the holding Company includes holds through its nominees				
Equity shares of Rs. 10/- each fully paid	100%	50000	##	50000
Note: As per records of the company, including its register of shareholders/members, the above shareholding represent both legal and beneficial ownership of shares.				
c) Terms/rights attached to Equity Shares				
The company has only one class of Equity Share having a par value of Rs.10/- per share. Each equity shareholder is entitled to one vote per share. The company declares and pays dividends in Indian rupees when required. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
OTHER EQUITY				
Reserves & Surplus	3			
Surplus in the Statement of Profit and Loss				
Balance as per last financial statements		(1,13,704)	(97,780)	(86,607)
Add: Loss for the year		(28,317)	(15,924)	(11,173)
Net Deficit in the statement of Profit and Loss		<u>(1,42,021)</u>	<u>(1,13,704)</u>	<u>(97,780)</u>
FINANCIAL LIABILITIES				
Other current Liabilities	4			
Other Payable				
Other liabilities		1,461	1,461	10,400
Others Payable (from Vipul Limited-Ultimate Holding Company)		5,552	5,552	5,552
Due to Director		-	-	3,900
Audit Fees Payable		34,176	33,996	27,096
		<u>41,189</u>	<u>41,009</u>	<u>46,948</u>






Other Expenses	5		
Auditors' Remuneration			
As Auditor	7,260	6,900	6,870
In other capacity	-	-	-
Rates and taxes	8,832	3,260	800
Courier Charges	7,500	-	-
Miscellaneous expenses	4,725	5,764	3,503
	28,317	15,924	11,173

6. Significant Accounting Policies

Basis of Accounting

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

These financial statements for the year ended 31 March 2018 are the first financial statements which the Company has prepared in accordance with Ind AS. For all periods up to and including the year ended 31 March 2017, the Company had prepared its financial statements in accordance with accounting standards notified under Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP), which have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS. For the purpose of comparatives, financial statements for the year ended 31 March 2017 and opening balance sheet as at 1 April 2016 are also prepared as per Ind AS.

Income and expenses are recognized on accrual basis except otherwise stated.

All assets and liabilities have been classified as current/ non-current as per the company's operating cycle and other criteria set out in the Schedule-III of the companies Act, 2013

Revenue recognition

Revenue is recognized on accrual basis.

Taxation

Current tax is determined in respect of taxable income for the year based on applicable tax rates and laws.

Deferred tax is recognized, subject to consideration of prudence, on timing difference being the difference between taxable income and accounting income that originates in one period and are capable of reversal in one or more subsequent year and is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date to reassess excess realization.

Contingent Liabilities

Possible future or present obligation that may, but will probably not required outflow of resources or where the same cannot be reliably estimated is disclosed as contingent liability in the financial statement.

7.As per information available with the company, there are no dues outstanding in respect Micro and Small enterprises as provided in the 'Micro, Small and Medium Enterprises Development Act, 2006' at the year end. Further, no interest during the year has been paid or payable in respect thereof. The parties have been identified based on the information available with the company and the same has been relied upon by the auditor.

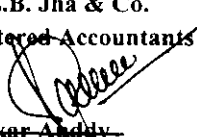
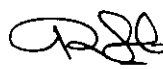
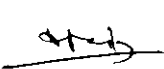
8. Earning Per Share

Particulars	31st March 2018	31st March 2017
Net Profit after tax (Rs.)	(28,317)	(15,924)
Weighted average number of Equity Shares	50,000	50,000
Nominal Value of Each Share (Rs.)	10	10
Basic and Diluted EPS (Rs)	(0.57)	(0.32)

9.Previous year figures' have been rearranged/regrouped wherever considered necessary

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VSD BUILDWELL PVT. LTD.				
Cash Flow Statement for year ended 31st March, 2018				
	Particulars	For the year ended 31st March 2018 Rs.	For the year ended 31st March 2017 Rs.	For the year ended 1st April 2016 Rs.
A.	CASH FLOW FROM OPERATING ACTIVITIES			
	Net Profit/(loss) before Tax, appropriation, and extraordinary items	(28,317)	(15,924)	(11,173)
	Operating Profit before Working Capital Changes			
	Adjustments for:			
	Increase in Sundry Creditors	-	-	-
	Increase in other current liabilities	180	(5,939)	9,563
	Preliminary Expenses w/off	-	-	-
	Cash generated from Operations	(28,137)	(21,863)	(1,610)
	NET CASH FROM OPERATING ACTIVITIES	(28,137)	(21,863)	(1,610)
B.	CASH FLOW FROM INVESTING ACTIVITIES	-	-	-
C.	CASH FLOW FINANCING ACTIVITIES	-	-	-
	NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS-(A+B+C)	(28,137)	(21,863)	(1,610)
	CASH AND CASH EQUIVALENTS (OPENING BALANCE)	4,27,305	4,49,168	4,50,778
	CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	3,99,168	4,27,305	4,49,168
Note:				
<u>Breakup of Cash & Cash equivalents</u>				
	Bank Balance	3,99,168	4,27,305	4,49,168
		3,99,168	4,27,305	4,49,168
For L.B. Jha & Co. Chartered Accountants		For & on behalf of board VSD BUILDWELL PVT. LTD.		
 Bhaskar Anand Partner Membership No 095080		 Director		
		 Director		
Place : New Delhi				
Date : 18.05.2018				

10 Related party transaction in terms of Accounting Standard- 18

Name of Related Party	Relationship	Nature of Transaction	Period	Balance as on 01.04.2017 Dr/ (Cr) Rs.	Amount of transaction		Balance as on 31.03.2018 Dr/ (Cr) Rs.
					Debit Rs.	Credit Rs.	
Vipul Limited	Ultimate Holding Company	Other payable	Current Year Previous Year	(5,552) (5,552)	0 0	0 0	(5,552) (5,552)
Rakesh Sharma	Director	Other Current	Current Year Previous Year	0 (3,900)	0 3,900	0 0	0 0






STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital

Particulars	Balance as on 01.04.2016	Issued during the Year	Balance as on 31.03.2017	Issued during the Year	Balance as on 31.03.2018
Equity Share Capital	5,00,000	-	5,00,000	-	5,00,000

A. Other equity

Particulars	RESERVES & SURPLUS					TOTAL
	Capital Reserve	Securities Premium Reserve	General Reserves	Debenture Redemption Reserve	Retained Earnings	
Balance as on 01.04.2016					(97,780)	(97,780)
Net Profit/(Loss) for the year					(15,924)	(15,924)
Balance as on 31.03.2017					(1,13,704)	(1,13,704)
Net Profit/(Loss) for the year					(28,317)	(28,317)
Balance as on 31.03.2018					(1,42,021)	(1,42,021)

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