

**Durga Krishnamurthi & Co**  
**Chartered Accountants**

1/1, GF, Royal Garden,  
12 Park Avenue, K.P.Puram  
Chennai - 600028  
Mob:- 98403 31334  
Tel:- 044-24958927

MF 2/10, BDA Flats  
Cambridge Layout,  
Bangalore - 560008  
Mob:- 98441 52959  
Tel:- 080-25569011

**INDEPENDENT AUDITORS' REPORT**

To the members of **VIGNESH APPARELS PRIVATE LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **VIGNESH APPARELS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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, 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.

**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 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. 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.



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

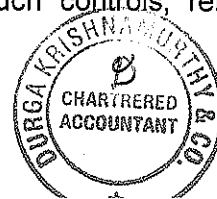
**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2017;
- b) in the case of the Statement of Profit and Loss, 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.

**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 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 Reports 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 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31 2017 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" and



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(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 has disclosed the details of litigations and the possible impact on the financial position of the company – Refer Note 16 to the financial statements
- 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.
- d. As per books of accounts of the Company and as represented by the management of the Company, the Company did not have cash balance as on November 8, 2016 and December 30, 2016 and has no cash dealings during this period

**For DURGA KRISHNAMURTHI & Co.**  
Chartered Accountants  
FRN 004590S



**DURGA KRISHNAMURTHI**  
Proprietor  
M.NO: 206962  
Place : Bangalore  
Date: 15<sup>th</sup> May 2017



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**Annexure referred to in clause 1 of paragraph on Report on Other Legal and Regulatory Requirements of our report of even date**

Re: Vignesh Apparels Private Limited

- I. (a) There are no fixed assets in the books of the company and as such clause (b) and (c) are not applicable.
- II. (a) The Company has neither purchased nor sold any raw material or finished goods during the year. Further the Company is not holding any stock of inventory at the year end. Hence the physical verification of inventories and maintenance of inventory records are not applicable to the Company.  
  
b) The Company has not maintained the records for inventory, as the Company has not purchased nor sold any raw material or finished goods during the year. Further the Company is not holding any stock of inventory at the year end.
- III. In our opinion and according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under section 189 of the Companies Act, 2013.
- IV. In our opinion and according to the information and explanation given to us the company has not granted any loan, made any investments, gave any guarantee or provided security in connection with a loan to any other body corporate or person in contravention of section 185 and 186 of the Companies Act, 2013.
- V. According to the information and explanation given to us the company has not accepted deposits from the public during the year. Accordingly clause 3 (V) of the order is not applicable.
- VI. According to the information and explanation given to us the Central Government has not prescribed the maintenance of cost records under section 148 of the Companies Act, 2013 for the activities carried out by the Company, and hence Clause 3 (VI) of the order is not applicable.
- VII. a. According to information and explanations 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, Value added Tax, Cess and any other statutory dues with the appropriate authorities. We are informed by the company that the Excise, Customs and Wealth Tax are not applicable. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.  
  
b. According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, value added tax, cess and other material statutory dues were outstanding, at the year end, except in the cases as follows.



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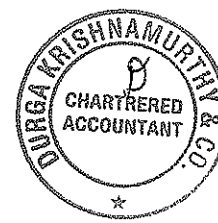
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| Name of Statute  | Nature of dues                        | Demand Amount (Rs.) | Amount paid  | Period to which the amount relates | Forum where dispute is pending    |
|--|---------------------------------------|---------------------|--|------------------------------------|-----------------------------------|
| The employees Provident Funds and Misc Provision Act, 1952 | Interest and penal damages on PF dues | 592,925             | 212,045<br>(Paid in 2015-16)<br>380,880<br>(Paid in 2016-17) | April 2005-2008                    | Employees provident Fund Tribunal |

VIII. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that, the company has not defaulted in the repayment of loans taken from a bank, and financial Institutions during the year.

Further the company has not taken any loan either from government or has not issued any debentures at any point of time during the year and as such there is no dues outstanding at the end of the year to debenture holders.

- IX. The company did not raise any money by way of initial public offer or further public offer(Including debt instrument) or has taken term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- X. During the course of examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have not come across any instance of fraud by the company or on the company by its officers or employees of the company during the year.
- XI. According to the information and explanation given to us and the records of the company examined by us the Company has not paid or provided any managerial Remuneration. Accordingly, paragraph 3 (xi) of the order is 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.



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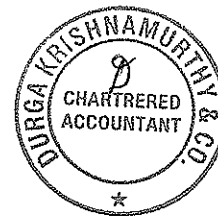
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- XIII. According to the information and explanations given to us and the records of the Company examined by us, we are of the opinion that all the transaction with the related parties are in compliance with section 177 and 188 of Companies Act.2013 and the details of the transactions have been disclosed in the Financial Statements as per applicable accounting Standards.
- XIV. According to the information and explanations given to us and the records of the Company examined by us, we are of the opinion that the Company has not made any preferential allotment or private placement of shares or fully or partly debentures during the year under review.
- XV. According to the information and explanations given to us and the records of the Company examined by us, we are of the opinion that that the Company has not entered into any non cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the order is not applicable.
- XVI. According to the information and explanations given to us and the records of the Company examined by us, we are of the opinion that that the Company is not required to be Registered under Section 45-IA of the Reserve Bank of India.

**For DURGA KRISHNAMURTHI & Co.**  
Chartered Accountants  
FRN 004590S



**DURGA KRISHNAMURTHI**  
Proprietor  
M.NO: 206962  
Place : Bangalore  
Date: 15<sup>th</sup> May 2017



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**Annexure B to Auditors' Report of even date**

**Report on the Internal Controls on Financial Controls under clause (i) of sub-section (3) of section 143 of the Companies Act, 2013 ("the Act")**

Re: Vignesh Apparels Private Limited

We have audited the internal financial controls over financial reporting of Vignesh Apparels Private Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("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.



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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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**


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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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 DURGA KRISHNAMURTHI & Co.**

Chartered Accountants  
FRN 004590S



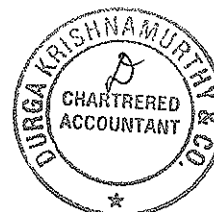
**DURGA KRISHNAMURTHI**

Proprietor

M.NO: 206962

Place : Bangalore

Date: 15<sup>th</sup> May 2017






**VIGNESH APPARELS PRIVATE LIMITED**

Balance Sheet as at 31 March 2017


All amounts in Indian Rupees, except stated otherwise

|   | Notes | 31 March 2017     | 31 March 2016    |
|---|-------|-------------------|------------------|
| <b><u>EQUITY AND LIABILITIES</u></b>                                  |       |                   |                  |
| <b>Shareholder's funds</b>  |       |                   |                  |
| Share Capital   | 3     | 200,000           | 200,000          |
| Reserves and Surplus  | 4     | 9,553,016         | 8,022,297        |
|   |       | <b>9,753,016</b>  | <b>8,222,297</b> |
| <b>Non- current liabilities</b>                                       |       |                   |                  |
|   |       | -                 | -                |
| <b>Current Liabilities</b>  |       |                   |                  |
| Trade payables  | 5     | 50,564            | -                |
| Other current liabilities   | 5     | 1,361,741         | 985,068          |
|   |       | <b>1,412,305</b>  | <b>985,068</b>   |
| <b>TOTAL</b>  |       | <b>11,165,321</b> | <b>9,207,365</b> |
| <b><u>ASSETS</u></b>  |       |                   |                  |
| <b>Non-current assets</b>   |       |                   |                  |
| <b>Fixed assets</b>   |       |                   |                  |
| Tangible assets   |       | -                 | -                |
| Intangible assets   |       | -                 | -                |
| Capital work-in-progress  |       | -                 | -                |
|   |       | -                 | -                |
| Long-term loans and advances  | 6     | -                 | 1,494,306        |
|   |       | -                 | <b>1,494,306</b> |
| <b>Current assets</b>   |       |                   |                  |
| Current investments   | 7     | -                 | 8,400            |
| Trade receivables   | 8     | 11,044,121        | 7,542,643        |
| Cash and Cash equivalents   | 9     | -                 | 62,016           |
| Short-term loans and advances   | 6     | 121,200           | 100,000          |
|   |       | <b>11,165,321</b> | <b>7,713,059</b> |
| <b>TOTAL</b>  |       | <b>11,165,321</b> | <b>9,207,365</b> |
| Summary of significant accounting policies 2                          |       |                   |                  |
| The accompanying notes are integral part of the financial statements. |       |                   |                  |

As per our report of even date  
For DURGA KRISHNAMURTI & CO.,  
Firm Regn. No.008653S  
Chartered Accountants

  
DURGA KRISHNAMURTHY  
Proprietor  
Membership No.206962  
Place : Bangalore  
Date : May 15th, 2017

For and on behalf of the Board  
For VIGNESH APPARELS PRIVATE LIMITED

  
Sathyamurthy A  
Director

  
Ramya K  
Director



**VIGNESH APPARELS PRIVATE LIMITED****Notes to financial statements for the year ended 31 March 2017**

All amounts in Indian Rupees, except stated otherwise

**3 Share Capital**Authorised shares

20,000 (2016:20,000) Equity Shares of Rs. 10 each

**31 March 2017****31 March 2016**

200,000

200,000

200,000

200,000

Issued, subscribed and fully paid-up

20,000 (2016:20,000) Equity Shares of Rs. 10 each fully paid-up

200,000

200,000

200,000

200,000

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

| Equity shares                        | 31-Mar-17 |        | 31-Mar-16 |        |
|--------------------------------------|-----------|--------|-----------|--------|
|                                      | Amount    | No.    | Amount    | No.    |
| At the beginning of the period       | 200,000   | 20,000 | 200,000   | 20,000 |
| Issued during the period             | -         | -      | -         | -      |
| Outstanding at the end of the period | 200,000   | 2,000  | 200,000   | 2,000  |

**b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholder in ensuing Annual General meeting.

In event of liquidation of the Company, the holders of equity shares would 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.

**(c) Shares held by holding/ ultimate holding Company and/ or their subsidiaries/ associates**

| Equity shares of Rs.10 each fully paid      | 31 March 2017<br>Amount | 31 March 2016<br>Amount |
|---|-------------------------|-------------------------|
| Holding Company :<br>Gokaldas Exports Ltd., | 200,000                 | 200,000                 |

**(d) Details of shareholders holding more than 5% shares in the Company**

| Equity shares  | 31-Mar-17 |                | 31-Mar-16 |                |
|--|-----------|----------------|-----------|----------------|
|  | No.       | shareholding % | No.       | shareholding % |
| Equity shares of Rs.10 each fully paid<br>Gokaldas Exports Ltd., | 20,000    | 200,000        | 20,000    | 200,000        |

As per records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

**4 Reserves and Surplus****Securities Premium Reserve**

Balance as per last account

**31 March 2017****31 March 2016**

7,889,000

7,889,000

**Surplus / (deficit) in the statement of profit and loss**

Balance as per last financial statements

Profit / (loss) for the year

Net surplus / (deficit) in the statement of profit and loss

133,297

422,482

1,530,718

(289,185)

1,664,016

133,297

9,553,016

8,022,297

**5 Trade payables and Other Current Liabilities****Trade Payables**

to Micro and Small Enterprises

to Others

**31 March 2017****31 March 2016**

50,564

-

50,564

-

**Other current liabilities**

Employees benefit payable

Other expenses payable

Income Tax net of advance tax

Book Overdraft

Due to Holding Company

-

456,425

-

528,643

442,404

919,337

-

1,361,741

985,068

1,412,305

985,068



**6 Loans and advances**

(unsecured, considered good)

Security deposits

Advance Tax (Net of provisions)

| Non-current   |               | Current       |               |
|---------------|---------------|---------------|---------------|
| 31 March 2017 | 31 March 2016 | 31 March 2017 | 31 March 2016 |
| -             | -             | 121,200       | 100,000       |
| -             | 1,494,306     | -             | -             |
| -             | 1,494,306     | 121,200       | 100,000       |

**7 Current Investments**

Investment in Government Securities (unquoted)

Indira Vikas Patra

National Savings Certificate

31 March 2017 31 March 2016

|   |       |
|---|-------|
| - | 400   |
| - | 8,000 |
| - | 8,400 |

Aggregate amount of unquoted investments

- 8,400

**8 Trade Receivables**

(unsecured, considered good)

Due from Holding Company

- Outstanding for a period exceeding six months from the date they are due for payment

Due from Holding Company

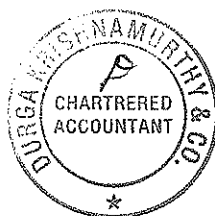
| Current       |               |
|---------------|---------------|
| 31 March 2017 | 31 March 2016 |
| -             | -             |
| 9,945,525     | 7,542,643     |
| 1,098,596     |               |
| 11,044,121    | 7,542,643     |

**9 Cash and bank balances**Cash and cash equivalents

Balance with banks :

-- in Current accounts

| Current       |               |
|---------------|---------------|
| 31 March 2017 | 31 March 2016 |
| -             | 62,016        |
| -             | 62,016        |



**VIGNESH APPARELS PRIVATE LIMITED****Statement of profit and loss for the year ended 31 March 2017***All amounts in Indian Rupees, except stated otherwise*

|  | Notes | <u>31 March 2017</u> | <u>31 March 2016</u> |
|--|-------|----------------------|----------------------|
| Revenue from operations  | 10    | -                    | -                    |
| Other income   | 11    | 1,469,496            | -                    |
| <b>Total Revenue</b>   |       | <b>1,469,496</b>     | <b>-</b>             |
| <b>Expenses</b>  |       |                      |                      |
| Employee benefits expense  | 12    | -                    | -                    |
| Other expenses   | 13    | 128,871              | 76,436               |
| Depreciation and amortisation expense                                  | 14    | -                    | -                    |
| Finance costs  | 15    | 6                    | 212,749              |
| <b>Total Expenses</b>  |       | <b>128,877</b>       | <b>289,185</b>       |
| Profit / (Loss) before tax   |       | 1,340,619            | (289,185)            |
| <b>Tax expense:</b>  |       |                      |                      |
| Current tax  |       | 442,404              | -                    |
| Tax of earlier years (net)   |       | (632,504)            | -                    |
|  |       | (190,099)            | -                    |
| Profit / (Loss) for the period   |       | <b>1,530,718</b>     | <b>(289,185)</b>     |
| <b>Earnings per equity share - (Nominal value per share - Rs.10) :</b> |       |                      |                      |
| Basic  |       | 76.54                | (14.46)              |
| Diluted  |       | 76.54                | (14.46)              |

Summary of significant accounting policies 2

The accompanying notes are integral part of the financial statements.

As per our report of even date

For DURGA KRISHNAMURTI &amp; CO.,

Firm Regn. No.008653S

Chartered Accountants

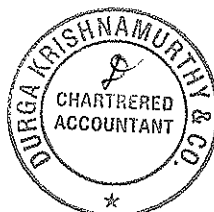
  
DURGA KRISHNAMURTHY

Proprietor

Membership No.206962

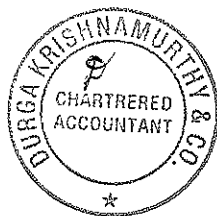
Place : Bangalore

Date : May 15th, 2017

For and on behalf of the Board  
For VIGNESH APPARELS PRIVATE LIMITED  
Sathyamurthy A  
Director  
Ramya K  
Director

**VIGNESH APPARELS PRIVATE LIMITED****Notes to financial statements for the year ended 31 March 2017***All amounts in Indian Rupees, except stated otherwise*

|                                   | <u>31 March 2017</u> | <u>31 March 2016</u> |
|-----------------------------------|----------------------|----------------------|
| <b>10 Revenue from operations</b> |                      |                      |
| Job work income                   | -                    | -                    |
|                                   | -                    | -                    |
| <b>11 Other Income</b>            |                      |                      |
| Other non-operating income        | 1,469,496            | -                    |
|                                   | <b>1,469,496</b>     | -                    |
| <b>13 Other expenses</b>          |                      |                      |
| Rates and taxes                   | 38,040               | 10,148               |
| Legal and professional charges    | -                    | 3,420                |
| Auditors' Remuneration            | 57,500               | 62,868               |
| Other Miscellaneous expenses      | 33,331               | -                    |
|                                   | <b>128,871</b>       | <b>76,436</b>        |
| <u>Payment to auditor</u>         |                      |                      |
| As Auditor                        |                      |                      |
| Audit fees                        | 57,500               | 62,868               |
|                                   | <b>57,500</b>        | <b>62,868</b>        |
| <b>15 Finance costs</b>           |                      |                      |
| Bank charges                      | 6                    | 704                  |
| Interest on others                | -                    | 212,045              |
|                                   | <b>6</b>             | <b>212,749</b>       |



**VIGNESH APPARELS PRIVATE LIMITED**

Cash-flow statement for the year ended 31 March 2017

All amounts in Indian Rupees, except stated otherwise

| PARTICULARS  | 2017               | 2016             |
|--|--------------------|------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>                             |                    |                  |
| Profit before tax from continuing operations                               | 1,340,619          | (289,185)        |
| Loss before tax  | 1,340,619          | (289,185)        |
| Non-cash adjustment to recincile profit before tax to net cash flow        |                    |                  |
| Interest earned  | (283,100)          | -                |
| <b>Operating Profit before working capital changes</b>                     | <b>1,057,519</b>   | <b>(289,185)</b> |
| Movements in Working Capital :   |                    |                  |
| (Increase)/Decrease in trade receivables                                   | (3,501,478)        | 42,048           |
| (Increase)/Decrease in current loans and advances                          | (21,200)           | -                |
| Increase/(Decrease) in trade payables                                      | 50,564             | -                |
| Increase/(Decrease) in other current liabilities                           | 376,673            | -                |
| <b>Cash Generated from /(used in) Operations</b>                           | <b>(2,037,922)</b> | <b>(247,137)</b> |
| Direct taxes paid (net of refunds)   | 1,684,406          | -                |
| <b>Net Cash Flow from Operating Activities</b>                             | <b>(353,516)</b>   | <b>(247,137)</b> |
| <b>Net Cash Flow from/(used in) Operating Activities</b>                   | <b>(353,516)</b>   | <b>(247,137)</b> |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>                             |                    |                  |
| Interest received  | 283,100            | -                |
| Proceeds from sale of current Investments                                  | 8,400              | -                |
| <b>Net Cash Flow from / (used in) Investing Activities</b>                 | <b>291,500</b>     | <b>-</b>         |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>                             |                    |                  |
| <b>Net Cash Flow from / (used in) Financing Activities</b>                 | <b>-</b>           | <b>-</b>         |
| <b>D. Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b> | <b>(62,016)</b>    | <b>(247,137)</b> |
| <b>E. Opening Balance of Cash &amp; Cash Equivalents</b>                   | <b>62,016</b>      | <b>309,152</b>   |
| <b>F. Closing Balance of Cash &amp; Cash Equivalents</b>                   | <b>(0)</b>         | <b>62,016</b>    |
| Components of Cash and Cash Equivalents                                    |                    |                  |
| Cash on hand   | -                  | -                |
| Bank Balances with Scheduled Banks:  |                    |                  |
| -- in Current Accounts   | -                  | 62,016           |
|  | -                  | 62,016           |
|  | -                  | 62,016           |

For and on behalf of the Board  
For Vignesh Apparels Private Limited

As per our report of even date  
For DURGA KRISHNAMURTI & CO.,  
Firm Regn. No.008653S  
Chartered Accountants

  
Sathyamurthy A  
Director

  
Ramya K  
Director

Place : Bangalore  
Date : May 15th, 2017

  
DURGA KRISHNAMURTHY  
Proprietor  
Membership No.206962



## Notes to Account

### 16. Contingent liabilities

(Amount in Rs.)

| Particulars  | 2017    | 2016    |
|--|---------|---------|
| Claims against the Company not acknowledged as debts | 380,880 | 380,880 |
| Guarantees given by banks                            | Nil     | Nil     |
| Outstanding letters of credit                        | Nil     | Nil     |
| Export Bills discounted with banks                   | Nil     | Nil     |

The Company does not have any further pending litigations which would impact its financial position.

### 17. Gratuity

In view of closure of both of its manufacturing facilities, the company has terminated the services of all its employees, and settled all the retirement benefits. Hence no provision for Gratuity and Leave encashment has been made as at 31st March 2017.

### 18. Segment information

#### a) Primary business segment

The Company is engaged in a single business segment of job work related to garment, and hence, no additional disclosures are required, other than those already given in the financial statements.

#### b) Secondary business segment (by geographical area based on location of customers):

(Amount in Rs)

| Geographical Segment | Revenues     | Carrying amount of segment assets (Debtors) |
|----------------------|--------------|---|
| In India             | Nil<br>(Nil) | 11,044,121<br>(7,542,643)                   |
| Outside India        |              |   |
| Total                | Nil<br>(Nil) | 11,044,121<br>(7,542,643)                   |

- Note: a) All fixed assets are located in India.  
b) Figures in brackets relate to previous year.

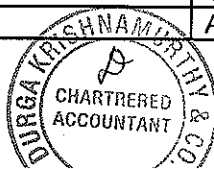
### 19. Disclosure on Specified Bank Notes

The Company did not have cash balance as on November 8, 2016 and December 30, 2016 and has no cash dealings during this period.

### 20. Related party disclosures

Names of related parties and description of relationship:

| Ref  | Description of Relationship   | Names of related parties             |
|------|-------------------------------|--------------------------------------|
| a.   | Parties where control exists: |                                      |
| (i)  | Immediate Holding Company     | Gokaldas Exports Limited             |
| (ii) | Fellow Subsidiaries           | Deejay Trading Private Limited       |
|      |                               | Glamourwear Apparels Private Limited |
|      |                               | Madhin Trading Private Limited       |
|      |                               | Magenta Trading Private Limited      |
|      |                               | Rafter Trading Private Limited       |
|      |                               | Rajdin Apparels Private Limited      |
|      |                               | Reflexion Trading Private Limited    |
|      |                               | Rishikesh Apparels Private Limited   |
|      |                               | Seven Hills Clothing Private Limited |
|      |                               | SNS Clothing Private Limited         |
|      |                               | All Colour Garments Private Limited  |



|      |                           |  |
|------|---------------------------|--|
| b.   | Key management personnel: |  |
| (i)  | Director                  | Mr. A Sathyamurthy (appointed on 10.02.2016) |
| (ii) | Director                  | Ms. K Ramya (appointed on 22.06.2015)        |

The following are the volume of transactions with related parties during the year and outstanding balances as at the year- end disclosed in aggregate by type of related party

| Nature of transactions                           | Holding Company           | Fellow Subsidiaries | Others       | Total                     |
|--|---------------------------|---------------------|--------------|---------------------------|
|  | A(a)(i)                   | A(a)(ii)            | A(c)         |                           |
| Transactions                                     | Nil<br>(Nil)              |                     |              | Nil<br>(Nil)              |
| <b>Balances outstanding as at March 31, 2017</b> |                           |                     |              |                           |
| -- Credit balances                               | 0<br>(0)                  | Nil<br>(Nil)        | Nil<br>(Nil) | 0<br>(0)                  |
| -- Debit balances                                | 11,044,121<br>(7,542,643) | ( Nil)              | ( Nil)       | 11,044,121<br>(7,542,643) |

Figures in brackets relate to previous year.

Disclosure for transactions that exceed 10% of total value of each class of transactions: Nil

#### 21. Earnings per shares

(Amount in Rs)

| Particulars  | 2017      | 2016      |
|--|-----------|-----------|
| Net profit for the year as per statement of profit and loss before exceptional items | 15,30,718 | (289,185) |
| Net profit for the year as per statement of profit and loss after exceptional items  | 15,30,718 | (289,185) |
| Weighted average number of equity shares (Nos.)                                      | 20,000    | 20,000    |
| Nominal value per share  | 10        | 10        |
| Earnings per share – Basic and diluted   |           |           |
| Before exceptional items   | 76.54     | (14.46)   |
| After exceptional items  |           |           |

#### 22. Deferred taxes – Components Asset / (Liability)

(Amount in Rs)

| Particulars   | As at March 31, 2016 | Current year (charge)/credit | As at March 31, 2017 |
|---|----------------------|------------------------------|----------------------|
| Difference between book and tax base of fixed assets          | NIL                  | NIL                          | NIL                  |
| Retirement benefits allowed on payment basis accrued in books | NIL                  | NIL                          | NIL                  |
| Total   | NIL                  | NIL                          | NIL                  |

#### 23. Remuneration to directors

(Amount in Rs)

| Particulars | 2017 | 2016 |
|-------------|------|------|
| Salaries    | Nil  | Nil  |

#### 24. CIF value of imports

Current Year : Nil

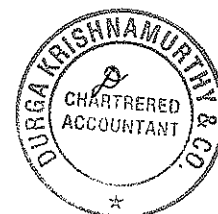
Previous Period : Nil

#### 25. Expenditure in foreign currency on accrual basis

Current Year : Nil

Previous Period : Nil

#### 26. Imported and indigenous raw materials, stores and spare parts consumed





| Particulars                           | 2017           |   | 2016           |   |
|---------------------------------------|----------------|---|----------------|---|
|                                       | Amount (Rs)    | % | Amount (Rs)    | % |
| <i>Raw Materials</i>                  |                |   |                |   |
| Imported                              | Not Applicable |   | Not Applicable |   |
| Indigenous                            |                |   |                |   |
| <i>Consumables, Stores and Spares</i> |                |   |                |   |
| Imported                              | Not Applicable |   | Not Applicable |   |
| Indigenous                            |                |   |                |   |

**27. Earnings in foreign currency**

Current Year : Nil Previous Period: Nil

**28. Depreciation on Tangible fixed assets**

Since there are no fixed assets of the company existing as on 01/04/2016, depreciation has not been provided on the same.

29. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

30. Based on the information available with the company, there are no suppliers who are registered as micro, small or medium enterprises under the Micro, Small or Medium Enterprises Development Act 2006.

31. Previous year's figures have been regrouped/rearranged/reclassified, wherever necessary to conform to the current year's presentation.

**Signatures to schedules 1 to 31**

**For DURGA KRISHNAMURTHI & Co.**  
Chartered Accountants  
FRN No. 008653S

  
**DURGA KRISHNAMURTHI**  
Proprietor  
M.NO: 206962  
Place :Bangalore  
Date: 15<sup>th</sup>May 2017

**For and on behalf of the Board**  
**For Vignesh Apparels Private Limited**

  
**SathyamurthyA**  
Director

  
**Ramya K**  
Director



## VIGNESH APPARELS PRIVATE LIMITED

### SCHEDULES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2017

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#### 1. (a) Corporate Information:

**Vignesh Apparels Private Limited** (herein after referred to as "the Company") was incorporated on 15th April 2004. The Company took over all the assets and liabilities of M/s Asiatic Exports and New Generation Apparels as a going concern on 1st July 2004. The Company became a subsidiary of Gokaldas Exports Limited (formerly known as Gokaldas India Private Limited) on 1st December 2004.

#### (b) Merger Information

The Board of Directors of the Company at its meetings held on 16th September, 2016 and 30th January, 2017 had approved the Amalgamation/ merger of the Company, with Ms. Gokaldas Exports Limited, the Holding company, subject to necessary approvals. The appointed date of the amalgamation is April 1, 2016. The Scheme of amalgamation has been filed with the Hon'ble National Company Law Tribunal on 23rd February, 2017.

#### 2. Basis of preparation of financial statements

In view of recession in the industry, the company has closed both of its manufacturing facilities. However, the management intends to re-establish the manufacturing facilities in different locations and the closure of operations is only temporary in nature. Hence, the company has adopted the basic accounting assumption of going concern concept in preparation of financial statements.

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

#### 2.1 Summary of Significant accounting policies

##### a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets, and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring material adjustment to the carrying amounts of assets and liabilities in future periods.

##### b) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of goods is recognized when significant risks and rewards of ownership of the goods are transferred to the customer.

Export incentives are recognized on accrual basis in accordance with the applicable schemes formulated, by the Government of India.

Revenues from job work contract are recognized as and when services are rendered.



Dividend income on investments is accounted when the right to receive the dividend is established as at reporting date.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Insurance / other claims are recognized on acceptance basis.

**c) Property, plant and equipment (PPE) and Intangible assets and Depreciation / amortization**

Property, plant and equipment and intangible assets are stated at cost (or revalued amounts, as the case may be) less accumulated depreciation and impairment losses if any. The cost comprises the purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any write-down is recognized in the statement of profit and loss.

Depreciation is provided using the written down value method as per the useful lives of the assets estimated by the management with residual value at 5%, which is equal to the corresponding rates prescribed under schedule II of the Companies Act, 2013.

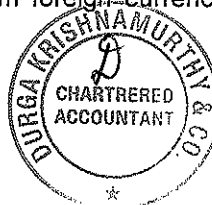
|                                 | <u>useful life estimated by the management (years)</u> |
|---------------------------------|--|
| Buildings                       | 30   |
| Plant & Machinery               | 15   |
| Electrical Equipments           | 10   |
| Office Equipments               | 5  |
| Furniture & Fixtures            | 10   |
| Computers                       | 3  |
| Vehicles                        | 8  |
| Computer Software (Intangibles) | 2.5  |

Leasehold improvements are depreciated over the primary lease period or useful life, whichever is lower which ranges between 5 to 10 years

Intangible assets comprising of Know-how (Process improvement costs) are amortized over 36 months.

**d) Borrowing Costs**

Borrowing costs includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.



Borrowing costs attributable to acquisition and construction of qualifying assets that necessarily takes substantial period of time to get ready for its intended use are capitalized as a part of the cost of such asset. All other borrowing costs are expensed in the period they occur.

**e) Impairment of tangible and intangible assets**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of profit and loss to the extent the carrying amount exceeds the recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount that reflects current market assessment of the time value of money and risks specific to the assets. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

**f) Inventories**

Raw materials, packing materials, stores, spares, and consumables are valued at lower of cost and net realizable value. Cost is determined on a weighted average basis. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished goods and work in progress are valued at lower of cost and net realisable value after considering provision for obsolescence and other anticipated loss, wherever considered necessary. Finished goods and work in progress includes cost of conversion and other production overheads. Cost is determined on a weighted average basis. Cost of finished goods includes excise duty.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**g) Foreign currency transactions**

**(i) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**(ii) Conversion**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

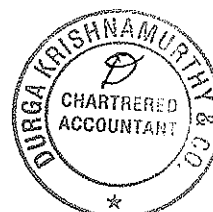
**(iii) Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

**h) Government Grants and subsidies**

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expense item, it is netted off with the relevant expense. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.



**i) Investments**

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged / credited to statement of profit and loss.

**j) Retirement and Other Employee Benefits**

**(i) Defined Contribution Plans:**

Contributions to provident fund are made at pre-determined rates and charged to the statement of profit and loss for the year when contributions are due. The Company has no obligation, other than the contribution payable to the provident fund.

**(ii) Defined Benefit Plans:**

Gratuity liability is accrued in the books based on actuarial valuation on projected unit credit method as at reporting date. Actuarial gains or losses are immediately taken to statement of profit and loss and are not deferred.

**(iii) Compensated absences:**

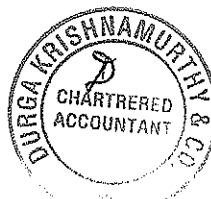
Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the basis of an actuarial valuation using the projected unit credit method at the year end. Actuarial gains or losses are immediately taken to statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

**k) Taxation**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, deferred tax asset is recognised only to the extent that it has timing differences the reversal of which will result in sufficient income or there is other convincing evidence that sufficient taxable income will be available against which such deferred tax assets can be realised.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.



The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised.

Minimum Alternative Tax ('MAT') credit is recognised, as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each reporting date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**l) Accounting for leases**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

**m) Provisions**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

**n) Segment Reporting Policies**

**(i) Identification of segments:**

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

**(ii) Basis of allocation:**

Assets, liabilities, income, and expenditure are allocated to each segment according to the relative contribution of each segment to the total amount. Unallocated items include general corporate items, which are not allocated to any segment.

**(iii) Segment Policies:**

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

**o) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).



For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**p) Contingent Liability**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the controls of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

**q) Cash and Cash equivalents**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

