

INDEPENDENT AUDITORS' REPORT

To

The Members of Venkatesh International Exim Private Limited

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Venkatesh International Exim Private Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit and cash flows for the year ended on that date.

Basis for opinion

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

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

Key audit matters

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

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

Information other than the financial statements and auditors' report thereon

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



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

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

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

Management's responsibility for the financial statements

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

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit described evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error,



as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the
 disclosures, and whether the financial statements represent the underlying transactions and
 events in a manner that achieves fair presentation.

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

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

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid 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, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations which would impact its financial position;
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

Place: Kolkata

Date: 10/08/2020

For KEDIA DHANDHARIA & CO. CHARTERED ACCOUNTANTS Firm Regn. No. 326659E

[GANPAT KHEMKA]

Partner

Membership No. 303609

UDIN- 20303609 AAAAB T3454



Annexure - "A"

Annexure referred to in paragraph 7 Our Report of even date to the members of Venkatesh International EXIM Private Limited on the accounts of the company for the year ended 31st March, 2020

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
 - (c) The title deeds of all the immovable properties are held in the name of the company.
- ii. The Company does not have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- iii. Company has granted unsecured loans to parties covered in the register maintained under section 189 of the Companies Act, 2013. However term and condition on the loan is not prejudicial to the interest of the company and the company is regular in repayment of principal and interest.
- iv As per information and explanations given to us, during the year company has given guarantee of Rs.92 Crore and has complied the provisions of section 185 and 186 of Companies Act 2013.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India.
 - (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
- viii. As per information and explanation given to us, the company has not taken any loan from bank, financial institution or Government. The company has not issued any debentures.
- ix. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- x. No fraud by the company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.



- xi. The company is a private limited company and hence provision of section 197 read with schedule V of the companies Act is not applicable. Accordingly, paragraph 3(xi) of the order is not applicable.
- xii. The company is not a nidhi company accordingly clause 3(xii) of the Order is not applicable.
- xiii. In our opinion all the transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in financial statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of share during the year. Hence this clause is not applicable to the Company.
- xv. During the year company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable
- xvi. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: Kolkata

Date: 10/08/2020

For KEDIA DHANDHARIA & CO. CHARTERED ACCOUNTANTS Firm Regn. No. 326659E

[GANPAT KHEMKA]

Partner Membership No. 303609

BALANCE SHEET AS AT 31ST MARCH, 2020

(Amount in Rupees)

(Amount in Rupees)				
Particulars Particulars	Note No.	As at 31.03.2020	As at 31.03.2019	
I. EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a) Share capital	2	4,07,70,000.00	4,07,70,000.00	
(b) Surplus	3	66,09,562.27	43,82,477.27	
		,		
2 Current Liabilities		·		
Other Current Liabilities	4	47,680.00	21,060.00	
Short Term Provisions	5	4,15,000.00	3,50,000.00	
TOTAL		4,78,42,242.27	4,55,23,537.27	
II. ASSETS				
1 Non-current Assets				
Non-current Investment	6	4,03,43,093.53	4,03,43,093.53	
2 Current assets				
Cash and Cash Equivalents	7	1,26,575.74	1,52,593.74	
Short Term Loan & Advance	8	73,72,573.00	50,27,850.00	
		1 70 10 010 07	4 55 00 505 05	
TOTAL	4	4,78,42,242.27	4,55,23,537.27	

Significant Accounting Policies Notes on Financial statements

1 to 10

As per our Annexed Report of even date

For KEDIA DHANDHARIA & CO. CHARTERED ACCOUNTANTS Firm Regn No. 326659E

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GANPAT KHEMKA (Partner) Membership No. 303609 (RAJENDRA SEKSARIA

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Director DIN: 00943462

DINESH BAJAJ Director

DIN: 00638230

Place: Kolkata

Date: 10/08/2020

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in Rupees)

			1 /
Particulars	Note No.	For the year ended 31.03.2020	For the year ended 31.03.2019
Revenue:			
Other Income	9	26,53,953.00	19,22,034.00
Total Revenue		26,53,953.00	19,22,034.00
Expenses:			
Other Expenses	10	11,195.00	1,03,088.00
Total Expenses		11,195.00	1,03,088.00
Profit before Tax		26,42,758.00	18,18,946.00
Tax Expenses			
Current Tax		4,15,000.00	3,50,000.00
Income Tax for Earlier Years		673.00	705.00
Drofft/(Loss) for the year		22,27,085.00	14,68,241.00
Profit/(Loss) for the year		22,27,003.00	14,00,241.00
Earnings per equity share:			
(1) Basic		5.46	3.60
(2) Diluted		5.46	3.60

Significant Accounting Policies Notes on Financial statements

1 to 10

As per our Annexed Report of even date

For KEDIA DHANDHARIA & CO. CHARTERED ACCOUNTANTS

Firm Regn No. 326659E

GANPAT KHEMKA

(Partner)

Membership No. 303609

(RAJENDRA SEKSARIA

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Director

DIN: 00943462

DINESH BAJAJ Director

DIN: 00638230

Place: Kolkata

Date: 10/08/2020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in Rs.)

	Particulars	For the Year ended	For the Year ended
<u>_</u>		31st March,2020	31st March,2019
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before tax	26,42,758.00	18,18,946.00
	Rent Income	(19,80,000.00)	(15,95,000.00)
	Interest Income	(6,73,953.00)	(3,27,034.00)
	Operating Profit before Working Capital Changes	(11,195.00)	(1,03,088.00)
	Adjusted for:		
	Other Current Liabilities	26,620.00	3,200.00
	Short Term Loan & Advances	(23,44,723.00)	(14,11,166.65)
	Cash generated from Operation	(23,29,298.00)	(15,11,054.65)
	Tax paid	(3,50,673.00)	(4,21,705.00)
	Net cash generated/ (used in) from operating activities	(26,79,971.00)	(19,32,759.65)
B	CASH FLOW FROM INVESTING ACTIVITIES:		
	Interest Income	6,73,953.00	3,27,034.00
'	Rent Income	19,80,000.00	15,95,000.00
	Net Cash generated in Investing Activities	26,53,953.00	19,22,034.00
С	CASH FLOW FROM FINANCING ACTIVITIES:	_	_
	Net Cash flow in Financing Activities	-	-
	Net Increase/(Decrease) in Cash and Cash Equivalents	(26,018.00)	(10,725.65)
	Cash and Cash Equivalents at the beginning of the year	1,52,593.74	1,63,319.39
	Cash and Cash Equivalents at the end of the year	1,26,575.74	1,52,593.74

Significant Accounting Policies Notes on Financial statements

As per our Annexed Report of even date

For KEDIA DHANDHARIA & CO.
CHARTERED ACCOUNTANTS

Firm Regn No. 326659E

GANPAT KHEMKA

(Partner)

Membership No. 303609

Place: Kolkata

Date: 10/08/2020

1 to 10

RAJENDRA SEKSARIA

Director

DIN: 00943462

DINESH BAJAJ
Director

DIN: 00638230

NOTE - 1

SIGNIFICANT ACCOUNG POLICIES

a) Basis of preparation of financial Statements

The financial statements have been prepared under the historical cost convention on accrual basis of accounting in accordance with generally accepted accounting policies and comply with the accounting standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013 to the extent applicable.

b) Revenue Recognition and Expenses

All the income and expenses has been accounted on accrual basis.

c) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liability at the date of the financial statements and the results of operation during the reporting period. Although these estimates are based upon managements' best knowledge of current assets and actions, actual results could differ from these estimates.

d) Investments

Long term investments are valued at cost.

e) Taxation

- i. Tax expense comprises of 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.
- ii. The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and the tax laws that have been substantially enacted at the balance sheet date. 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. If the Company has carry forward unabsorbed depreciation and carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

f) Contingent Liabilities

Contingent liabilities have not been provided in books and the same has been stated separately.

Rajendra Seksaria Director

DIN: 00943462

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Dinesh Bajaj Director

DIN: 00638230

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

NOTE 2 SHARE CAPITAL

	As at 31.03.2020	As at 31.03.2019	
Particulars	Amount	Amount	
Authorised 4,15,000 (P. Y. 4,15,000) Equity Shares of Rs.100/- each	4,15,00,000.00	4,15,00,000.00	
Issued, Subscribed & Paid-up 4,07,700 (P. Y. 4,07,700) Equity Shares of Rs.100/- each fully paid-up in cash	4,07,70,000.00	4,07,70,000.00	
Total	4,07,70,000.00	4,07,70,000.00	

NOTE 2 A

The reconciliation of the number of shares outstanding is set out below

Particulars	As at 31,03.2020	As at 31.03.2019
Equity Shares		
Shares outstanding at the beginning of the year	4,07,700	4,07,700
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	4,07,700	4,07,700

NOTE 2B - Rights, preference and Restrictions attached to the shares

The Company has only one class of Equity Shares having a par value of Rs.100/- each. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all the preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE 2C

The details of Shareholders holding more than 5% shares:

~ >-		As at 31.03.2020		As at 31.03.2019	
Sr. No.	Name of Shareholder	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Rajendra Seksaria	4,07,690	99.99%	4,07,690	99.99%
			·		

NOTE 3 SURPLUS

As at 31.03.2020	As at 31.03.2019
43,82,477.27	29,14,236.27
22,27,085.00	14,68,241.00
66,09,562.27	43,82,477.27
	43,82,477.27 22,27,085.00

NOTE 4 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2020	As at 31.03.2019
Expenses Payables	17,980.00	21,060.00
Statutory Liabilities	29,700.00	-
Total	47,680.00	21,060.00

NOTE 5

SHORT TERM PROVISIONS

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for Income Tax	4,15,000.00	3,50,000.00
Total	4,15,000.00	3,50,000.00

NOTE 6

NON-CURRENT INVESTMENT

Particulars	As at 31.03.2020	As at 31.03.2019
	Amount	Amount
In Properties Land & Building	4,03,43,093.53	4,03,43,093.53
TOTAL	4,03,43,093.53	4,03,43,093.53

NOTE 7

CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2020	As at 31.03.2019
a. Cash at Bank		
In Current Accounts	1,25,815.74	1,51,833.74
b. Cash on hand (As Certified by the Management)	760.00	760.00
Total	1,26,575.74	1,52,593.74

NOTE 8

SHORT TERM LOANS & ADVANCES

Particulars	As at 31.03.2020	As at 31.03.2019
a. Loans Receivable considered good - Unsecured		
To Related Parties	69,45,646.00	46,65,647.00
b. Advance		
Advance Income Tax	1,50,000.00	1,70,000.00
Income Tax Refundable	11,530.00	-
Tax deducted at source	2,65,397.00	1,92,203.00
Total	73,72,573.00	50,27,850.00

NOTE 9

OTHER INCOME

Particulars	As at 31.03.2020	As at 31.03.2019
Rent Income	19,80,000.00	15,95,000.00
¹ ¹ nterest on Loan received	6,73,953.00	3,27,034.00
, x'otal	26,53,953.00	19,22,034.00

NOTE 10

OTHER EXPENSES

Particulars	As at 31.03.2020	As at 31.03.2019
Auditors Remuneration	6,000.00	7,080.00
Bank Charges	295.00	295.00
Consultancy charges	-	15,000.00
Demat Charges	-	500.00
Filing Fees	2,400.00	1,300.00
TDS demand paid	-	18,106.00
Property Tax	-	58,307.00
Professional Tax	2,500.00	2,500.00
Total	11,195.00	1,03,088.00



NOTE 10A - Auditors Remuneration

Particulars	As at 31.03.2020	As at 31.03.2019
Payments to the auditor as		
(a) Statutory Auditors	6,000.00	7,080.00
Total	6,000.00	7,080.00

NOTE 10B - Earnings/Expenses in foreign Currency

There are no earnings or expenses in foreign currency during the year. (Previous Year - Nil)

NOTE 10C- Contingent liabilities provided for:

Current Year :- Rs.92.00 Crore as Guarantee Given to HDFC Bank Limited on behalf of Balaji Solutions Pvt. Ltd. Previous Year :- Rs.82.00 Crore as Guarantee Given to HDFC Bank Limited on behalf of Balaji Solutions Pvt. Ltd.

NOTE 10D - Basic and diluted earnings per share:

Particulars		2019-2020	2018-2019
Profit/(Loss) after Tax	In Rupees	22,27,085.00	14,68,241.00
Present Number of equity shares of Rs. 100/- each	Nos.	4,07,700	4,07,700
Weighted average number of Equity shares	Nos.	4,07,700	4,07,700
Basic earnings per share	Rupees	5.46	3.60
Diluted Earning per Share	Rupees	5.46	3.60

NOTE 10E-RELATED PARTY DISCLOSURES

Sl. No	Name	Relation []
1	Rajendra Seksaria	Director
2	Dinesh Bajaj	Director
3	Balaji Solutions Ltd.	Sister Concern

NOTE 10F - RELATED PATRY TRANSACTIONS

Sl. No.	<u>Transaction</u>	<u>Director</u>	Sister Concern	31.03.2020
1	Loan Given		24,30,000.00	
2	Loan refund received	•	1,50,000.00	69,45,646.00
3	Interest on Loan	-	6,73,953.00	
4	Rent Received	-	19,80,000.00	-

NOTE 10G - Previous year's figures have been regrouped/rearranged wherever found necessary.

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RAJENDRA SEKSARIA

Director DIN: 00943462 **DINESH BAJAJ** Director

DIN: 00638230