

DIVYASHREE COMPANY PRIVATE LIMITED

8th ANNUAL ACCOUNTS

&

REPORTS

FOR THE YEAR 2015-16

DIVYASHREE COMPANY PRIVATE LIMITED

Name of Directors : **Shri A. K. Kinra**
Shri U. K. Gupta
Shri D. N. Bhatnagar

Name of Bank : **Central Bank of India**
Press Area,
New Delhi – 110 002

Name of Auditor : **M/s. A.K. Gutgutia & Co.**
Chartered Accountants
New Delhi – 110 049

Regd. & Administrative Office : **Patriot House**
3, Bahadur Shah Zafar Marg,
New Delhi – 110 002

DIVYASHREE COMPANY PRIVATE LIMITED

Registered Office: Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi – 110 002

Telephone: 011-33001112/33001162 Fax: 011-23716607

Corporate Identity Number: U10100DL2008PTC178373 Email ID: dswain@jkmmail.com

NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of Divyashree Company Private Limited will be held at the Company's Registered Office at Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi-110002, on Saturday, the 30th day of July, 2016 at 10.30 A.M. to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ashok Kumar Kinra, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of auditor and to fix their remuneration and in connection therewith to consider and if thought fit to pass, with or without modification(s), the following as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 31st July, 2014, the appointment of M/s. A.K. Gutgutia & Co., Chartered Accountants, New Delhi, (Registration No. 000012N) as the Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 9th AGM to be held in the year 2017, be and is hereby ratified on a remuneration of ₹ 5,000/- p.a. (Rupees Five Thousand only) excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit."

By the order of the Board


(U.K. Gupta)
Director

Regd. Office:
Patriot House
3, Bahadur Shah Zafar Marg
New Delhi- 110 002
27th April, 2016

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

Re-appointment of Director:

Brief Resume of the Director proposed to be re-appointed (Item no. 2 of the Notice) is given hereunder:

Shri Ashok Kumar Kinra, aged 65 years, is a Chartered Accountant. He has over 44 years of experience in Finance, Accounts, Mergers & Acquisitions, Business Restructuring of Companies and Administration. He is a Member of Finance, Banking and Insurance Committees of ASSOCHAM and PHD Chambers of Commerce. He is also Director of Bengal & Assam Company Limited, Dwarkesh Energy Limited, BMF Investments Limited, Florence Investech Ltd., Indica Travels & Tours Pvt. Limited, Valiant Pacific LLC, Dubai, J.K. Asia Pacific (S) Pte Ltd., Singapore, J.K. Asia Pacific Ltd., Hongkong, J.K. International Limited, U.K., Habras International Limited, Sunrise Consolidated Limited, Modern Cotton Yarn Spinners Ltd., JK Tornel, S.A. De C.V., Compania Hulera Tornel S.A. DE C.V, Gintor Administration S.A. DE C.V, Comercializadora America Universal S.A. DE C.V, Terriswood Limited, CliniRx Asia Pacific Ltd. Hongkong, CliniRx, USA Inc, Henry F Cockill & Sons Limited, Sago Trading Limited, Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases, Acorn Engineering Limited and Natext Biosciences Private Limited. Shri Ashok Kumar Kinra attended all the four meetings of the Board of Directors held during the financial year ended 31st March, 2016. His Director Identification No. is 00066421. He does not hold any Equity Share of the Company. Shri Ashok Kumar Kinra is not related to any Director of the Company.

By the order of the Board


(U.K. Gupta)
Director

Regd. Office:
Patriot House
3, Bahadur Shah Zafar Marg
New Delhi- 110 002
27th April, 2016

Divyashree Company Private Limited
Directors' Report

TO THE MEMBERS

Your Directors have pleasure in presenting the 8th Annual Report and Audited Financial Statements of the Company for the financial year ended on 31st March, 2016.

OPERATIONS

For the financial year ended 31st March, 2016, the total Revenue was ₹ 49.32 lacs and profit after tax was ₹ 36.93 lacs.

EXTRACT OF THE ANNUAL RETURN

An Extract of the Annual Return as on 31st March, 2016 in the prescribed Form MGT-9 is attached as Annexure-I to this report and forms part of it.

NUMBER OF MEETINGS OF THE BOARD

Four Board Meetings were held during the financial year ended on 31st March, 2016.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year ended 31st March, 2016, all the contracts or arrangements or transactions entered into by the Company with the Related Parties were in the ordinary course of business and on arms' length basis and were in compliance with the applicable provisions of the Companies Act, 2013. Further, the Company has not entered into any contract or arrangement or transaction with the related parties which could be considered material. In view of the above, disclosure in Form AOC-2 is not applicable.

DIVIDEND

Your Directors do not recommend any dividend for the financial year ended on 31st March, 2016.

RESERVES

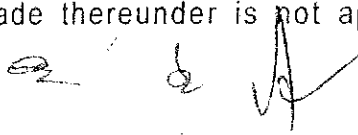
During the financial year under review, the company has not transferred any amount to the Reserves.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013 are given in the financial statements.

CORPORATE SOCIAL RESPONSIBILITY

The requirement of Corporate Social Responsibility (CSR) in terms of Section 135 of the Companies Act, 2013 and the rules made thereunder is not applicable to the Company.



CONSERVATION OF ENERGY ETC.

The details as required under Section 134(3)(m) of the Companies Act, 2013 and the rules made thereunder, are not applicable to the Company.

DIRECTORS

Shri Ashok Kumar Kinra, Director retires by rotation and being eligible, offers himself for re-appointment.

STATUTORY AUDITORS AND THEIR REPORT

M/s. A.K. Gutgutia & Co., Chartered Accountants, have been appointed as Auditors of the Company to hold the office from the conclusion of the 6th Annual General Meeting held on 31st July, 2014 until the conclusion of the 11th Annual General Meeting to be held in the Year 2019, subject to ratification of the appointment by the members at the respective Annual General Meeting. Accordingly, being eligible, matter relating to the appointment of the Auditors will be placed for ratification by members at the forthcoming Annual General Meeting. The observations of the Auditors in their report on Accounts and the Financial Statements, read with the relevant notes are self explanatory.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the financial year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

PARTICULARS OF EMPLOYEES

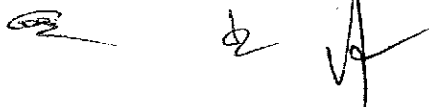
The Company had no employees in the category specified under Rule 5(2) of the Companies (Appointment & Remuneration) Rules, 2014

RISK MANAGEMENT

The Company has a risk management system to inform the Board Members about risk assessment and minimization procedures.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements and no material reportable weakness was observed in the system.



DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act 2013, your Directors state that:-

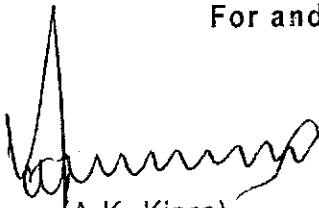
- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis; and
- e. the proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

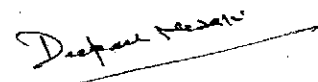
The Directors take the opportunity to convey their thanks to all the stakeholders for their continued support. Your Directors also wish to record their appreciation of the contribution made by the employee at all levels during the financial year.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 27th April, 2016


(A.K. Kinra)
Director


(U.K. Gupta)
Director


(D.N. Bhatnagar)
Director

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2016
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2015]

I. REGISTRATION AND OTHER DETAILS:

- (i) CIN : U10100DL2008PTC178373
- (ii) Registration Date : 21st May, 2008
- (iii) Name of the Company : Divyashree Company Private Limited
- (iv) Category/Sub-Category of the Company : Private Company/Limited by Shares
- (v) Address of the Registered Office and Contact Details- : Patriot House, 3,
Bahadur Shah Zafar Marg
New Delhi- 110 002
- Ph. No. : 011- 33001112
Fax No. : 011- 23716607
Email id : dswain@jkm.com
Website : No
- (vi) Whether Listed Company : No
Yes/ No
- (vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any- : Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:-

| Sl. No. | Name and Description of main products/ services | NIC Code of the Product/ Service * | % to total turnover of the Company |
|---------|-------------------------------------------------|------------------------------------|------------------------------------|
| 1. | Rent | 681 | 73.00 |
| 2. | Investments | 642 | 27.00 |

* As per National Industrial Classification (2008)- Ministry of Statistics and Programme Implementation.

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares held ☼ | Applicable Section |
|---------|----------------------------------------------------------------------------------------------|-----------------------|--------------------------------|--------------------|--------------------|
| 1 | J.K. Fenner (India) Ltd. 3, Madurai Melakkal Road, Madurai- 625 016 | U24231TN1992PLC062306 | Holding | 61.00 | 2(46) |
| 2 | Bengal & Assam Company Ltd. Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi- 110 002 | L67120DL1947PLC116830 | Ultimate Holding | 38.97 | 2(46) |

☼ Represents aggregate % of shares held by the Holding/Ultimate Company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

(i) Category-wise Share Holding

| | Category of Shareholders | No. of Shares held at the beginning of the year (as on 1st April 2015) | | | | No. of Shares held at the end of the year (as on 31st March 2016) | | | | % change during the year |
|------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------|---------------|---------------|-------------------|-------------------------------------------------------------------|---------------|---------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. | Promoters | | | | | | | | | |
| (1) | Indian | | | | | | | | | |
| a) | Individual/HUF | | | | | | | | | N.A. |
| b) | Central Govt. | | | | | | | | | N.A. |
| c) | State Govt(s) | | | | | | | | | N.A. |
| d) | Bodies Corp. | N.A. | 11,674 | 11,674 | 99.97 | N.A. | 11,674 | 11,674 | 99.97 | N.A. |
| e) | Banks/FI | | | | | | | | | N.A. |
| f) | Any other | | | | | | | | | N.A. |
| | Sub-Total (A) (1):- | N.A. | 11,674 | 11,674 | 99.97 | N.A. | 11,674 | 11,674 | 99.97 | N.A. |
| (2) | Foreign | | | | | | | | | |
| a) | NRIs - Individuals | | | | | | | | | N.A. |
| b) | Other- Individuals | | | | | | | | | N.A. |
| c) | Bodies Corp. | | | | | | | | | N.A. |
| d) | Banks/ FI | | | | | | | | | N.A. |
| e) | Any other | | | | | | | | | N.A. |
| | Sub-Total (A) (2):- | N.A. | 11,674 | 11,674 | 99.97 | N.A. | 11,674 | 11,674 | 99.97 | N.A. |
| | Total Share holding of Promoter (A)= (A)(1)+(A)(2)** | N.A. | 11,674 | 11,674 | 99.97 | N.A. | 11,674 | 11,674 | 99.97 | N.A. |
| B. | Public Share holding | | | | | | | | | |
| 1. | Institutions | | | | | | | | | |
| a) | Mutual Funds | | | | | | | | | N.A. |
| b) | Banks/FIs | | | | | | | | | N.A. |
| c) | Central Govt. | | | | | | | | | N.A. |
| d) | State Govt. (s) | | | | | | | | | N.A. |
| e) | Venture Capital Funds | | | | | | | | | N.A. |
| f) | Insurance Companies | | | | | | | | | N.A. |
| g) | FIs | | | | | | | | | N.A. |
| h) | Foreign Venture Capital Funds | | | | | | | | | N.A. |
| i) | Others | | | | | | | | | N.A. |
| | Sub-Total (B)(1):- | N.A. | 11,674 | 11,674 | 99.97 | N.A. | 11,674 | 11,674 | 99.97 | N.A. |
| 2. | Non-Institutions | | | | | | | | | |
| a) | Bodies Corp. | | | | | | | | | |
| i) | Indian | N.A. | 03 | 03 | 0.03 | N.A. | 03 | 03 | 0.03 | N.A. |
| ii) | Overseas | | | | | | | | | N.A. |
| b) | Individuals | | | | | | | | | |
| i) | Individual Shareholders holding nominal share capital upto ₹ 1 lakh | | | | | | | | | N.A. |
| ii) | Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh | | | | | | | | | N.A. |
| c) | Others | | | | | | | | | N.A. |
| | Sub-Total (B)(2):- | N.A. | 03 | 03 | 0.03 | N.A. | 03 | 03 | 0.03 | N.A. |

| Category of Shareholders | No. of Shares held at the beginning of the year (as on 1st April 2015) | | | | No. of Shares held at the end of the year (as on 31st March 2016) | | | | % change during the year |
|-----------------------------------------------|------------------------------------------------------------------------|----------|--------|-------------------|-------------------------------------------------------------------|----------|--------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| Total Public shareholding (B) = (B)(1)+(B)(2) | N.A. | 03 | 03 | 0.03 | N.A. | 03 | 03 | 0.03 | N.A. |
| C. Shares held by Custodian for GDRs & ADRs | N.A. | | | | | | | | |
| Grand Total (A+B+C) | N.A. | 11,677 | 11,677 | 100.00 | N.A. | 11,677 | 11,677 | 100.00 | N.A. |

(ii) Shareholding of Promoter's

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year (as on 1st April 2015) | | | Shareholding at the end of the year (as on 31st March 2016) | | | % change in shareholding during the year |
|---------|-----------------------------|------------------------------------------------------------------|----------------------------------|------------------------------------------------|-------------------------------------------------------------|----------------------------------|------------------------------------------------|------------------------------------------|
| | | No. of Shares | % of Total Shares of the Company | % of Shares Pledged/encumbered to total shares | No. of Shares | % of Total Shares of the Company | % of Shares Pledged/encumbered to total shares | |
| 1 | J.K. Fenner (India) Ltd. | 7,123 | 61.00 | - | 7,123 | 61.00 | - | No Change |
| 2 | Bengal & Assam Company Ltd. | 4,551 | 38.97 | - | 4,551 | 38.97 | - | |
| | Total | 11,674 | 99.97 | - | 11,674 | 99.97 | - | |

(iii) Change in Promoter's Shareholding (please specify, if there is no change): No change in Promoter's shareholding.

(iv) Shareholding Pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): Not applicable.

(v) Shareholding of Directors and Key Managerial Personnel: The Directors of the Company do not hold any shares in the Company. Further, the Company is not required to appoint any Key Managerial Personnel.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(in ₹ Lacs)

| | Secured Loans Excluding Deposits | Unsecured Loans | Deposit | Total Indebtedness |
|----------------------------------------------------------------------------------------------|----------------------------------|-----------------|---------|--------------------|
| Indebtedness at the beginning of the financial year (as on 1st April 2015) | | | | |
| (i) Principal Amount | - | - | 36.00 | 36.00 |
| (ii) Interest due but not paid | - | - | - | - |
| (iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | 36.00 | 36.00 |
| Change in indebtedness during the financial year | | | | |
| • Addition | - | - | - | - |
| • Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year (As on 31st March 2016) | | | | |
| (i) Principal Amount | - | - | 36.00 | 36.00 |
| (ii) Interest due but not paid | - | - | - | - |
| (iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | 36.00 | 36.00 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager- *The Company is not required to appoint any Managing Director, Whole-time Director or Manager under the provisions of Section 196 of Companies Act, 2013, hence not applicable.*

B. Remuneration to other Directors:-

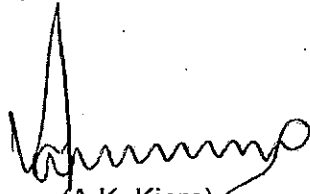
| Sl. No. | Particulars of Remuneration | Name of the Directors | | | Total Amount |
|---------|----------------------------------|-----------------------|-----------------|---------------------|--------------|
| | | Shri A.K. Kinra | Shri U.K. Gupta | Shri D.N. Bhatnagar | |
| 1 | Independent Directors | N.A. | | | |
| | Fee for attending Board Meetings | | | | |
| | Total (1) | | | | |
| 2. | Other Non-executive Directors | | | | |
| | Fee for attending Board Meetings | 1,000 | 1,000 | 1,000 | 3,000 |
| | Total (2) | 1,000 | 1,000 | 1,000 | 3,000 |
| | Total(B)= (1+2) | 1,000 | 1,000 | 1,000 | 3,000 |
| | Total Managerial Remuneration | | | | 3,000 |
| | Overall Ceiling as per the Act | N.A. | | | |

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: *Pursuant to the provisions of Section 203 of Companies Act, 2013, the Company is not required to appoint any Key Managerial Personnel other than the Managing Director, Whole-time Director or Manager under, hence not applicable.*

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2016.

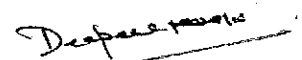
Place: New Delhi
Date: 27th April, 2016



(A.K. Kinra)
Director



(U.K. Gupta)
Director



(D.N. Bhatnagar)
Director

DIVYASHREE COMPANY PRIVATE LIMITED

Balance Sheet as at 31st March 2016

(Amount in ₹)

| Particulars | | Note No | As at 31.03.2016 | As at 31.03.2015 |
|-------------|-------------------------------------------|---------|---------------------|---------------------|
| I | EQUITY AND LIABILITIES | | | |
| (1) | Shareholder's Fund | | | |
| (a) | Share Capital | 2 | 1,16,770 | 1,16,770 |
| (b) | Reserves & Surplus | 3 | 19,72,82,733 | 19,35,88,905 |
| | | | 19,73,99,503 | 19,37,05,675 |
| (2) | Share application money pending allotment | | - | - |
| (3) | Non-current Liabilities | | | |
| (a) | Other Long Term Liabilities | 4 | 36,00,000 | 36,00,000 |
| (4) | Current Liabilities | | | |
| (a) | Current Liabilities & provisions | 5 | 9,39,546 | 9,39,255 |
| (b) | Short-term provisions | 6 | 19,24,000 | 10,27,500 |
| | | | 28,63,546 | 19,66,755 |
| | Total | | 20,38,63,049 | 19,92,72,430 |
| II. | ASSETS | | | |
| (1) | Non-current Assets | | | |
| (a) | Fixed Assets | | | |
| i) | Tangible Fixed Assets | 7 | 18,92,17,071 | 18,92,17,071 |
| (b) | Investments | 8 | 57,57,166 | 58,48,358 |
| | | | 19,49,74,237 | 19,50,65,429 |
| (2) | Current Assets | | | |
| (a) | Cash and Cash equivalents | 9 | 69,45,341 | 31,37,577 |
| (b) | Short term loans and advances | 10 | 19,43,471 | 10,69,424 |
| | | | 88,88,812 | 42,07,001 |
| | TOTAL | | 20,38,63,049 | 19,92,72,430 |

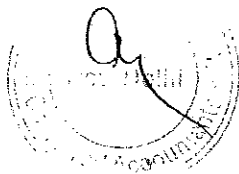
Significant Accounting Policies
As per our report attached

1

For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

R.K. JAIN
Partner
Membership No. 11405

New Delhi
Dated : 27th April, 2016



[Handwritten Signature]
[Handwritten Signature]
Directors

DIVYASHREE COMPANY PRIVATE LIMITED
Profit & Loss for the year ended 31st March 2016

(Amount in ₹)

| Particulars | | Note No | 2015-16 | 2014-15 |
|-------------|---------------------------------------------------------------------------|---------|------------------|------------------|
| I. | Revenue from operations | 11 | 36,00,000 | 36,00,000 |
| II. | Other income | 12 | 13,31,890 | 1,90,853 |
| III. | Total Revenue (I + II) | | 49,31,890 | 37,90,853 |
| IV. | Expenses: | | | |
| | Employees Benefit expenses | 13 | 24,000 | 24,000 |
| | Finance Cost | 14 | - | 1,70,959 |
| | Other Expenses | 15 | 29,352 | 1,18,947 |
| | Total expenses | | 53,352 | 3,13,906 |
| V. | Profit before exceptional and extraordinary items and tax(III-IV) | | 48,78,538 | 34,76,947 |
| VI. | Exceptional items | | - | - |
| VII. | Profit before extraordinary items and tax (V - VI) | | 48,78,538 | 34,76,947 |
| VIII. | Extraordinary Items | | - | - |
| IX. | Profit before tax (VII- VIII) | | 48,78,538 | 34,76,947 |
| X | Tax expenses: | | | |
| | (1) Current tax | | 11,74,000 | 7,50,000 |
| | (2) Income tax adjustments for earlier year | | 10,710 | 33,260 |
| | (3) Deferred tax charges/credit | | - | - |
| XI | Profit (Loss) for the period from continuing operations (IX-X) | | 36,93,828 | 26,93,687 |
| XII | Profit/(loss) from discontinuing operations | | - | - |
| XIII | Tax expense of discontinuing operations | | - | - |
| XIV | Profit/(loss) from Discontinuing operations (after tax) (XII-XIII) | | - | - |
| XV | Profit (Loss) for the period (XI + XIV) | | 36,93,828 | 26,93,687 |
| XVI | Earnings per equity share: | | | |
| | Basic / Diluted (in ₹) | 16 | 316.33 | 230.68 |

Significant Accounting Policies
as per our report attached

1

For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

A. K. JAIN
Partner
Membership No. 11405

New Delhi
Dated: 27th April, 2016

[Signature]
[Signature]
Directors

DIVYASHREE COMPANY PRIVATE LIMITED

Notes to Financial Statements

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

- 1.1 The financial statements have been prepared on the historical cost convention on accrual basis. The generally accepted accounting principals and the Indian Accounting Standards as specified under the relevant provisions of the Companies Act - 2013 have been adopted by the Company and disclosures made are in accordance with the requirement of Schedule - III of the Companies Act - 2013. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.
- 1.2 The fixed Assets of the company are stated as historical Cost.
- 1.3 Long Term Investments are stated at cost unless, in the opinion of the management, there is a permanent fall in their value as at the Balance Sheet date.
- 1.4 All the incomes and expenses are accounted for on accrual basis.
- 1.5 Credit of deferred Tax is accounted when the management is virtually certain that sufficient future taxable income will be available, which would be adjusted with the unabsorbed depreciation / losses carried forward under the Income Tax laws.
- 1.6 Contingent liabilities are not provided for and disclosed by way of notes to the accounts.



DIVYASHREE COMPANY PRIVATE LIMITED
Notes to Financial Statements

(Amount in ₹)

| Particulars | As at 31.03.2016 | As at 31.03.2015 | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|---------------------------------------------------|--------------------|--------------------|
| NOTE 2 | | | | |
| SHARE CAPITAL | | | | |
| A. Authorised | | | | |
| 20,000 (Previous year 20,000) equity shares of Rs.10/- each. | 2,00,000 | 2,00,000 | | |
| | 2,00,000 | 2,00,000 | | |
| B. Issued, Subscribed and Paid up | | | | |
| 11,677 (Previous year 11,677) equity shares of Rs.10/- each fully paid. | 1,16,770 | 1,16,770 | | |
| | 1,16,770 | 1,16,770 | | |
| C. Outstanding Shares Reconciliation (Nos.) | | | | |
| | As at 31.03.2016 | As at 31.03.2015 | | |
| | No. of Shares | No. of Shares | | |
| At the beginning of period | 11,677 | 11,677 | | |
| Add:- Issued during the year | - | - | | |
| Less:- Bought Back during the year | - | - | | |
| Outstanding at the end of period | 11,677 | 11,677 | | |
| D. Shares held by its holding or ultimate holding company or subsidiaries or associates of the holding company or its ultimate holding company | | | | |
| | Company Name | Nature (Whether holding or ultimate holding etc.) | % of holding | No. of Shares held |
| | J.K. Fenner (India) Ltd. | Holding company | 61.00% | 7,123 |
| | Bengal & Assam Company Ltd. | Ultimate Holding company | 38.97% | 4,551 |
| E. Shareholders holding more than 5% of total issued Shares | | | | |
| | Name | % of Holding | No. of Shares held | |
| | J.K. Fenner (India) Ltd. | 61.00% | 7,123 | |
| | Bengal & Assam Company Ltd. | 38.97% | 4,551 | |
| NOTE 3 | | | | |
| RESERVES AND SURPLUS | | | | |
| Security premium | 18,78,07,230 | 18,78,07,230 | | |
| Profit & Loss Account | | | | |
| Opening Balance | 57,81,675 | 30,87,988 | | |
| Profit / (Loss) for the year | 36,93,828 | 26,93,687 | | |
| Deductions | - | - | | |
| Closing Balance | 19,72,82,733 | 19,35,88,905 | | |
| NOTE 4 | | | | |
| NON-CURRENT LIABILITIES | | | | |
| Security Deposit for Rent from holding company | 36,00,000 | 36,00,000 | | |
| | 36,00,000 | 36,00,000 | | |
| NOTE 5 | | | | |
| OTHER CURRENT LIABILITIES | | | | |
| Statutory Dues payable | 184 | - | | |
| Other Current Liabilities | 9,39,362 | 9,39,255 | | |
| | 9,39,546 | 9,39,255 | | |
| NOTE 6 | | | | |
| SHORT TERM PROVISIONS | | | | |
| Provision for Income Tax | 19,24,000 | 10,27,500 | | |
| | 19,24,000 | 10,27,500.00 | | |

(Handwritten signatures and initials)

DIVYASHREE COMPANY PRIVATE LIMITED

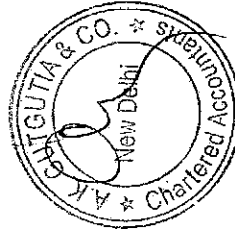
Notes to Financial Statements

NOTE 7

| S. No. | PARTICULARS | GROSS BLOCK (AT COST) | | | | DEPRECIATION | | | NET BLOCK | |
|--------|--------------------------------------|-----------------------|-----------------------------------|---------------------------------------|---------------------|---------------------|-----------------------------------|----------------------------------|---------------------|--------------------------|
| | | AS AT 01.04.2015 | ADDITIONS DURING THE PERIOD | SALE/DELETION DURING THE PERIOD | AS AT 31.03.2016 | AS AT 01.04.2015 | ADDITIONS DURING THE PERIOD | DELETION DURING THE PERIOD | AS AT 31.03.2016 | AS AT 31ST MARCH 2015 |
| 1 | Tangible Assets Land (Freehold) # | 18,92,17,071 | - | - | 18,92,17,071 | - | - | - | 18,92,17,071 | 18,92,17,071 |
| | Grand Total | 18,92,17,071 | - | - | 18,92,17,071 | - | - | - | 18,92,17,071 | 18,92,17,071 |
| | PREVIOUS YEAR | 18,92,17,071 | - | - | 18,92,17,071 | - | - | - | 18,92,17,071 | |

First equitable mortgage of property of the company together with construction thereon both present & future & all entitlements emanating there from has been given for Loan availed by its Shareholder.

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DIVYASHREE COMPANY PRIVATE LIMITED
Notes to Financial Statements

(Amount in ₹)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| NOTE 8 | | |
| NON CURRENT INVESTMENTS | | |
| Long Term Investment | | |
| Mutual Fund | | |
| Birla Sun Life Cash Plus - Growth-Regular Plan - 24,154,355 Units (Previous year 23,953,276 Units) | 57,57,166 | 50,25,338 |
| Edelweiss Ultra Short Term Bond Fund - Growth Plan - Nil (Previous year 543,401 Units) | - | 8,23,020 |
| | 57,57,166 | 58,48,358 |
| NOTE 9 | | |
| CASH & CASH EQUIVALENTS | | |
| Cash on Hand | 2,387 | 2,555 |
| Balance with Banks | | |
| - On Current Account | 1,42,954 | 3,35,022 |
| Other Bank Balances | | |
| - Bank deposits with Original maturity of 12 months or more * | 28,00,000 | 28,00,000 |
| - Others | 40,00,000 | - |
| | 69,45,341 | 31,37,577 |
| * FDR of Rs.28,00,000 pledged with the Bank for issue of Bank Guarantee in favour of South Delhi Municipal Corpn. | | |
| NOTE 10 | | |
| SHORT TERM LOAN AND ADVANCES | | |
| Loan & advances (Unsecured, Considered Good) | | |
| Interest Accrued but not due | 12,668 | 12,667 |
| Service Tax | 830 | 711 |
| Income Tax refund receivable | - | 578 |
| Advance Income Tax (Including TDS) | 19,29,973 | 10,55,468 |
| | 19,43,471 | 10,69,424 |

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DIVYASHREE COMPANY PRIVATE LIMITED

Notes to Financial Statements

(Amount in ₹)

| Particulars | 2015-16 | 2014-15 |
|------------------------------------------------------------------------------------------------------------|------------------|------------------|
| NOTE 11 | | |
| REVENUE FROM OPERATIONS | | |
| Lease Rent | 36,00,000 | 36,00,000 |
| | 36,00,000 | 36,00,000 |
| NOTE 12 | | |
| OTHER INCOME | | |
| Interest received | 6,35,644 | 15,515 |
| Profit on sale of Non-current Investments | 6,96,246 | 1,75,338 |
| | 13,31,890 | 1,90,853 |
| NOTE 13 | | |
| EMPLOYEE BENEFIT EXPENSES | | |
| Salaries, Wages, Allowances, etc. | 24,000 | 24,000 |
| | 24,000 | 24,000 |
| NOTE 14 | | |
| FINANCE COST | | |
| Interest paid | - | 1,70,959 |
| | - | 1,70,959 |
| NOTE 15 | | |
| OTHER EXPENSES | | |
| Audit Fee | | |
| - Statutory Audit Fees | 5,000 | 5,000 |
| - Certification Charges | 2,645 | 2,132 |
| Filing Fees | 1,500 | 5,700 |
| Service Expenses | 60 | - |
| Water Charges | - | 7,167 |
| Directors' Fee | 3,000 | 2,750 |
| Bank Charges | 411 | 89,296 |
| Miscellaneous Expenses | 16,736 | 6,902 |
| | 29,352 | 1,18,947 |
| NOTE 16 | | |
| EARNING PER SHARE (Basic / Diluted) | | |
| Net profit as per profit and loss account | 36,93,828 | 26,93,687 |
| Net profit attributable to equity shareholders | 36,93,828 | 26,93,687 |
| Weighted average number of equity shares outstanding during the period (Nominal Value of Rs. 10/- each) | 11,677 | 11,677 |
| Earning per Share | | |
| - Basic | 316.33 | 230.68 |
| - Diluted | 316.33 | 230.68 |
| NOTE 17 | | |
| CONTINGENT LIABILITY & COMMITMENTS (As certified by the management) | | |
| | | (Amount in ₹) |
| Particulars | As at 31.03.2016 | As at 31.03.2015 |
| Contingent Liability - Bank Guarantee | 28,00,000 | 28,00,000 |
| Commitments | Nil | Nil |

NOTE 18**Related Party Disclosure****a) List of related parties****Holding Company:**

- J.K. Fenner (India) Ltd.

Ultimate Holding Company:

- Bengal & Assam Company Ltd.

Fellow Subsidiaries:

- Southern Spinners and Processors Ltd.

- Modern Cotton Yarn Spinners Ltd.

- Acorn Engineering Ltd.

- BMF Investments Ltd.

- LVP Foods Pvt. Ltd.

- Panchmahal Properties Ltd.

b) Transactions with related parties:-

| Particulars | Current Year (₹) | Previous Year (₹) |
|----------------------------------------------------|---------------------|----------------------|
| J.K. Fenner (India) Ltd. | | |
| Lease Rent Received | 36,00,000 | 36,00,000 |
| Re-imburement of Expenses received | 1,53,126 | - |
| Re-imburement of Capital Expenditures incurred | - | 2,72,26,082 |
| Amount payable as on 31.03.2016 (Security Deposit) | 36,00,000 | 36,00,000 |

NOTE 19

In the opinion of Board, Current Assets, Loans and Advances have a value on realisation in normal course of business not less than value at which they are stated unless specified otherwise. Further provisions for all known liabilities have been made.

NOTE 20

No amount has been incurred / earned in foreign currency, accordingly no disclosure is required under revised Schedule VI of the Companies Act, 1956

NOTE 21

As identified, there are no outstanding dues as at the end of the accounting year in terms of the Micro, Small & Medium Enterprises Development Act, 2006.

NOTE 22

Previous year figures have been recast/ regrouped to correspond to current year figures.

For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

R.K. JAIN
Partner
Membership No.11405
New Delhi
Dated : 27th April, 2016



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Directors

DIVYASHREE COMPANY PVT. LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

(Amount in ₹)

| | 2015-16 | 2014-15 |
|---------------------------------------------------------------|-------------|---------------|
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before Tax & Extraordinary Items | 48,78,538 | 34,76,947 |
| Adjusted for: | | |
| Depreciation | - | - |
| (Profit)/Loss on sale of Fixed Assets | - | - |
| (Profit)/Loss on sale of Investments | (6,96,246) | (1,75,338) |
| Operating profit before working Capital changes | 41,82,292 | 33,01,609 |
| Adjusted for: | | |
| Other Receivables | (120) | (7,651) |
| Other Payables | 291 | (19,82,413) |
| Cash Generated from Operations | 41,82,463 | 13,11,545 |
| Taxes Paid/Adjusted | (11,62,137) | (9,35,468) |
| Net Cash from Operating Activities | 30,20,326 | 3,76,077 |
| B CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Investments | (68,00,000) | (73,50,000) |
| Sale of Investments | 75,87,438 | 25,00,000 |
| Capital work in progress | - | 2,72,02,125 |
| Payment of Dividend & Dividend Tax | - | - |
| Net Cash generated from Investing Activities | 7,87,438 | 2,23,52,125 |
| C CASH FLOW FROM FINANCIAL ACTIVITIES | | |
| Share application money received | - | - |
| Issue of Equity Shares | - | - |
| Borrowings/Loan received | - | (2,00,00,000) |
| Net Cash used in Financing Activities | - | (2,00,00,000) |
| D NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 38,07,764 | 27,28,202 |
| Opening Balance of Cash and Cash Equivalents | 31,37,577 | 4,09,375 |
| Closing Balance of Cash and Cash Equivalents | 69,45,341 | 31,37,577 |
| Notes: | | |
| 1 Closing Cash and Cash Equivalents include: | | |
| -Cash on hand | 2,387 | 2,555 |
| -Cheques on hand | - | - |
| -Balance with Scheduled Banks (Refer Note 9) | 69,42,954 | 31,35,022 |
| Total | 69,45,341 | 31,37,577 |

2 Previous year's figures have been re-arranged and re-cast wherever required.

As per our report attached

For A.K. GUTGUTIA & CO.
Chartered Accountants
Firm Registration No. 000012N

R.K. JAIN
Partner
Membership No. 11405

New Delhi
Dated : 27th April, 2016



[Signature]
[Signature]
Directors