

Olive Business Centre Limited

**Financial Statements
together with Auditors' Report**

for the period

31 October 2014 to 31 March 2015

Olive Business Centre Limited

Financial statements together with Auditors' Report *for the period 31 October 2014 to 31 March 2015*

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KHANDELWAL PRAKASH MURARI BHANDARI & CO.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS REPORT

TO
THE MEMBERS OF
OLIVE BUSINESS CENTRE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **OLIVE BUSINESS CENTRE LIMITED** (“the company”) which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the period ended, and a summary of the 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 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, judgments and estimates that are reasonable and prudent and design, implementation 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 & 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 there under.



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

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

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

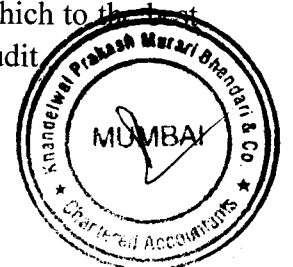
Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financials statements give the information required by the act in the manner so requires 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 31st March, 2015
- b) In the case of the Statement of Profit & Loss , of the loss of the company for the period ended on that date and
- c) In the case of cash flow statement, of the cash flow of the company for the period ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the board of directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as director in terms of section 164(2) of the Act.
- f) 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) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Khandelwal Prakash Murari Bhandari & Co.

Chartered Accountants

(Firm's Registration No. 102454W)



Pawan Kumar Gupta

Partner

Membership No. 051713

Place: Mumbai

Date: 13th May 2015



M/S OLIVE BUSINESS CENTRE LIMITED

Annexure to Draft Independent Auditors Report

(Referred to in paragraph 1 of our report of "Report on Other Legal and Regulatory Requirements" of even date)

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

- (i) In respect of its Fixed Assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified in a phased manner over a period of three years. In our opinion this periodicity of physical verification is reasonable having regards to the size of the Company and nature of its assets.
- (ii) Based on our examination of documents and records, the company does not own any physical inventory at any time during the period and as at the balance sheet date, hence clause 3(ii) of the order is not applicable.
- (iii) According to the information and explanations given to us, during the period the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013, hence clause 3(iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business. During the course of our audit, no major weaknesses have been noticed in the internal controls in respect of these areas.
- (v) According to information and explanations given to us, during the period the Company has not accepted any deposits from the public, hence clause 3(v) of the order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of Cost records for the company under sub section (1) of Section 148 of the Companies Act, 2013.
- (vii)
 - a) According to the information and explanation given to us and records examined by us, the Company is regular in depositing undisputed statutory dues including income tax and any other statutory dues applicable to it with the appropriate authorities. As explained to us, the Company does not have any dues on account of provident fund, employees' state insurance, wealth tax, service tax, duty of customs, duty of excise and value added tax.
 - b) According to the information and explanation given to us and records examined by us, there are no dues of Income Tax and other statutory dues applicable to it which have not been deposited on account of any dispute.



- c) According to the information and explanation given to us, the company is not required to transfer funds to investor education protection fund.
- (viii) The Company has not completed five years of operation; therefore, the paragraph 3(viii) of the order is not applicable.
- (ix) Based on the information available and explanations given by the management, the company has not taken any loan from financial institutions, bank or debenture holders and hence clause 3(ix) of the order is not applicable.
- (x) According to the information and explanation given to us, the Company has not given any guarantee during the period for loans taken by others from banks or financial institutions.
- (xi) The company has not taken any term loan during the period.
- (xii) To the best of our knowledge and according to the information and explanation given to us by the management, no fraud on or by the company, has been noticed or reported during the period.

For Khandelwal Prakash Murari Bhandari & Co.

Chartered Accountants

(Firm's Registration No. 102454W)



Pawan Kumar Gupta

Partner

Membership No. 051713

Place: Mumbai

Date: 13th May 2015



Olive Business Centre Limited

Balance Sheet

(Currency : Indian rupees)

	Note	As at 31 March 2015
EQUITY AND LIABILITIES		
Shareholders' funds		
(a) Share capital	2.1	181,605,000
(b) Reserves and surplus	2.2	(1,500,961)
		<hr/>
		180,104,039
Current liabilities		
(a) Trade payables	2.3	30,598
(b) Other current liabilities	2.4	2,518
TOTAL		<hr/> <hr/>
		180,137,155
ASSETS		
Non-current assets		
(a) Fixed assets		
Capital work-in-progress		179,459,526
(b) Deferred tax assets (net)	2.5	650,136
		<hr/>
		180,109,662
Current assets		
(a) Cash and bank balances	2.6	23,785
(b) Short-term loans and advances	2.7	3,708
		<hr/>
		27,493
TOTAL		<hr/> <hr/>
		180,137,155

Significant accounting policies and notes to financial statements 1 & 2

As per our report of even date attached.

For M/s. Khandelwal Prakash Murari Bhandari & Co.

Chartered Accountants

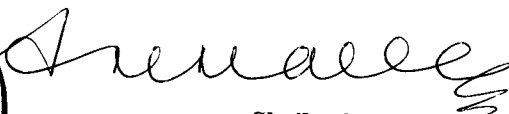
Firms' Registration No. 102454W


Pawan Kumar Gupta
Partner

Membership No.: 051713



For and on behalf of the Board of Directors


Shailendra Maru
Director

DIN No.: 03290024


Mayank Soti
Director

DIN No.: 03283886

Mumbai
13 May 2015

Mumbai
13 May 2015

Olive Business Centre Limited

Statement of Profit and Loss

(Currency : Indian rupees)

	Note	For the Period 31 October 2014 to 31 March 2015
Other income		-
Total Revenue		<u>-</u>
Expenses		
Finance costs	2.8	4,730
Other expenses	2.9	2,146,367
Total Expenses		<u>2,151,097</u>
Loss before tax		(2,151,097)
Tax expense: Deferred tax benefit		(650,136)
Loss for the period		<u>(1,500,961)</u>
Earnings per equity share: Basic & diluted earnings per share (Face Value of Rs. 10 each)	2.12	(0.23)

Significant accounting policies and notes to financial statements
As per our report of even date attached. 1 & 2

For M/s. Khandelwal Prakash Murari Bhandari & Co.

Chartered Accountants

Firms' Registration No. 102454W

Pawan Kumar Gupta

Partner

Membership No.: 051713

Mumbai
13 May 2015



For and on behalf of the Board of Directors

Shailendra Maru

Director

DIN No.: 03290024

Mayank Soti

Director

DIN No.: 03283886

Mumbai
13 May 2015

Olive Business Centre Limited

Cash Flow Statement

(Currency : Indian rupees)

For the Period

31 October 2014
to 31 March 2015

A Cash flow from operating activities

Loss before taxation	(2,151,097)
Interest expense	4,556
Operating cash flow before working capital changes	(2,146,541)
Add : Adjustments for working capital changes	
Increase in loans and advances	(3,708)
Increase in liabilities and provisions	33,116
Cash used in operations	(2,117,133)
Net cash used in operating activities - A	(2,117,133)

B Cash flow from investing activities

Paid for Capital work-in-progress	(179,459,526)
Net cash used in investing activities - B	(179,459,526)

C Cash flow from financing activities

Proceeds from issue of Equity share capital	181,605,000
Short-term Loan taken	2,569,963.00
Short-term Loan repaid	(2,569,963.00)
Interest paid	(4,556)
Net cash generated from financing activities - C	181,600,444
Net increase in cash and cash equivalents (A+B+C)	23,785

Cash and cash equivalent as at the beginning of the period

Cash and cash equivalent as at the end of the year (Refer note 2.6)

-
23,785

As per our report of even date attached.

For M/s. Khandelwal Prakash Murari Bhandari & Co.

Chartered Accountants

Firm's Registration No. 102454W

Pawan Kumar Gupta

Partner

Membership No.: 051713

Mumbai

13 May 2015



For and on behalf of the Board of Directors

Shailendra Maru

Director

DIN No.: 03290024

Mumbai

13 May 2015

Mayank Soti

Director

DIN No.: 03283886

Olive Business Centre Limited

Notes to the financial statements (Continued)

for the Period 31 October 2014 to 31 March 2015

(Currency: Indian rupees)

1. Significant accounting policies

1.1 Basis of preparation of financial statements

The accompanying financial statements are prepared and presented in accordance with India Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the accrual basis of accounting, unless otherwise stated, and comply with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) rules, 2014, the provisions of the Companies Act, 2013 (to the extent notified), provisions of the Companies Act, 1956 (to the extent applicable) (hereinafter together referred to as 'the Act') and the Schedule III to the Act. The financial statements are presented in Indian rupees.

1.2 Use of estimates

The preparation of the financial statements are in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on date of the financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.3 Current-non-current classification

All assets and liabilities are classified into current and non-current

Assets

An Asset is classified as current when it satisfies any of the following criteria:

- a. It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realized within 12 months after the reporting date; or
- d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current Assets include the current portion of non-current assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a. It is expected to be settled in the company's normal operating cycle.
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within 12 months after the reporting date; or
- d. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

1.4 Fixed assets

Tangible fixed assets

Fixed assets are stated at cost less accumulated depreciation. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Capital work-in-progress

Capital work-in-progress comprises of advances given for acquiring building and also includes direct cost and related incidental expenses



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the Period 31 October 2014 to 31 March 2015

(Currency: Indian rupees)

1. Significant accounting policies (Continued)

1.5 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.

1.6 Taxation

Tax expense comprises income tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961), deferred tax charge or benefit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Income tax

Provision for income tax is recognised based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

Deferred tax

The deferred tax charge or benefit and the corresponding deferred tax liabilities and assets are recognised using the tax rates that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

1.7 Earnings per share

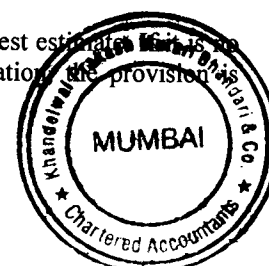
The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - Earnings Per Share notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding for the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

1.8 Provisions and contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.



Olive Business Centre Limited

Notes to the financial statements (Continued)
for the Period 31 October 2014 to 31 March 2015
(Currency: Indian rupees)

1. Significant accounting policies (Continued)

1.8 Provisions and contingencies (Continued)

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.



Olive Business Centre Limited

Notes to the financial statements

(Currency : Indian rupees)

As at
31 March 2015

2.1 Share capital

Authorised:

21,000,000 equity shares of Rs. 10 each

210,000,000

210,000,000

Issued:

21,000,000 equity shares of Rs. 10 each

210,000,000

210,000,000

Subscribed and Paid up:

18,160,500 equity shares of Rs. 10 each, fully paid-up

181,605,000

181,605,000

The entire equity paid up capital is held by Edelweiss Finance & Investments Limited, the holding company and its nominees

a. Reconciliation of number of shares outstanding:

Number of shares outstanding at the beginning

-

Shares issued during the period

18,160,500

Number of shares at the end

18,160,500

b. Reconciliation of Share Capital:

Share Capital at the beginning of the period

-

Share Capital issued during the period

181,605,000

Share Capital at the end of the period

181,605,000

c. Terms/rights attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of Rs 10 each. Each holder of equity shares is entitled to one vote per share held.

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 preferential amounts.

The distribution will be in proportion to the number of equity shares held by the shareholders

2.2 Reserves and surplus

Opening Balance in Statement of Profit and Loss

-

Less: Loss for the period

(1,500,961)

Closing Balance in Statement of Profit and Loss

(1,500,961)

(1,500,961)



Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

As at
31 March 2015

2.3 Trade payables

Trade payables

30,598

(includes sundry creditors, provision for expenses, customer payables)

30,598

2.4 Other current liabilities

Other payables

Withholding, service tax and other taxes payable

2,518

2,518

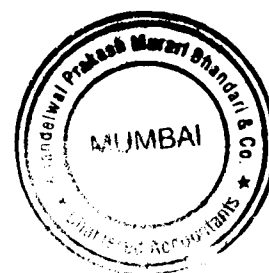


Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

	As at 31 March 2015
2.5 Deferred tax asset (Net)	
Deferred tax assets on account of Stamp duty and ROC expenses	650,136
	<u>650,136</u>
2.6 Cash and bank balances	
Balances with banks - in Current accounts	23,785
	<u>23,785</u>
2.7 Short-term loans and advances	
Other loans and advances Input tax credits	3,708
	<u>3,708</u>



Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

For the Period
31 October 2014
to 31 March 2015

2.8 Finance costs

Interest on loan from holding company	3,230
Interest on loan from fellow subsidiaries	1,326
Financial and bank charges	174
	<hr/>
	4,730
	<hr/>

2.9 Other expenses

Auditors' remuneration (Refer note 2.13)	25,000
Legal and professional fees	5,020
Printing and stationery	9,147
ROC Expenses	1,688,200
Stamp duty	419,000
	<hr/>
	2,146,367
	<hr/>



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the Period 31 October 2014 to 31 March 2015

(Currency: Indian rupees)

2.10 Segment reporting

The Company has operated only in one business segment during the year viz. capital segment comprising of investing activities. Further, there are no geographical segments. Hence, no disclosures are required under Accounting Standard 17 on Segment Reporting.

2.11 Related parties

i. List of related parties and relationship:

Name of related parties by whom control is exercised	Edelweiss Financial Services Limited (Ultimate holding company) ECL Finance Limited (up to December 3, 2014) Edelweiss Finance & Investments Limited (from December 4, 2014) (Holding company)
Fellow Subsidiaries (with whom transactions have taken place)	Edelweiss Commodities Services Limited

ii. Transaction with related parties:

Sr. No.	Nature of Transaction	Related Party Name	For the Period 31 October 2014 to 31 March 2015
Capital account transactions during the year			
1.	Share application money received from	Edelweiss Finance and Investments Limited	181,105,000
		ECL Finance Limited	500,000
2.	Issue of equity shares to	Edelweiss Finance and Investments Limited	181,105,000
		ECL Finance Limited	500,000
Current account transactions during the year			
3.	Short term loans taken from	Edelweiss Finance and Investments Limited	465,963
		Edelweiss Commodities Services Limited	2,104,000



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the Period 31 October 2014 to 31 March 2015

(Currency: Indian rupees)

ii. Transaction with related parties (Continued)

Sr. No.	Nature of Transaction	Related Party Name	For the Period 31 October 2014 to 31 March 2015
4.	Short term loans repaid to	Edelweiss Finance and Investments Limited	465,963
		Edelweiss Commodities Services Limited	2,104,000
5.	Interest expenses on loan from	Edelweiss Finance and Investments Limited	3,230
		Edelweiss Commodities Services Limited	1,326

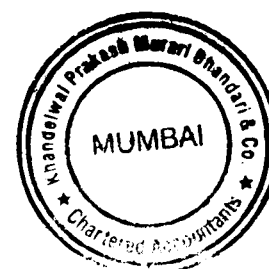
2.12 Earnings per share

In accordance with Accounting Standard 20 on "Earnings Per Share" notified under section 133 of the companies Act 2013, read together with paragraph 7 of the companies (Accounts) Rules, 2014.

The Computation of earnings per share is set out below:

	For the Period 31 October 2014 to 31 March 2015
a) Shareholders earnings (as per statement of profit and loss)	(1,500,961)
b) Calculation of weighted average number of equity shares of Rs 10/- each:	
- Number of shares at the beginning of the year	-
- Shares issued during the year (number of shares issued)	18,160,500
Total number of equity shares outstanding at the end of the year	18,160,500
Weighted average number of equity shares outstanding during the year (based on the date of issue of shares)	6,483,007
c) Basic and diluted earnings per share (in rupees) (a/b)	(0.23)

The basic and diluted earnings per share are the same as there are no dilutive potential equity shares.



Olive Business Centre Limited

Notes to the financial statements (*Continued*)
for the Period 31 October 2014 to 31 March 2015
(Currency: Indian rupees)

2.13 Auditors' remuneration

Particulars	For the Period 31 October 2014 to 31 March 2015
As auditors	25,000
Total	25,000

2.14 Contingent liabilities and commitments

(i) *Contingent liabilities*

The Company does not have any contingent liability as at the balance sheet date.

(ii) *Capital commitments*

The Company has capital commitments of Rs. 18,729,285 as at the balance sheet date.

2.15 Prior period comparatives

The company has been incorporated as on 31st October 2014. Hence prior period figures has not been disclosed.

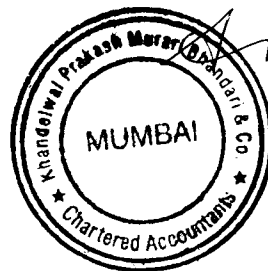
As per our report of even date attached.

For **Khandelwal Prakash Murari Bhandari & Co.**
Chartered Accountants
Firm's Registration No.: 102454W

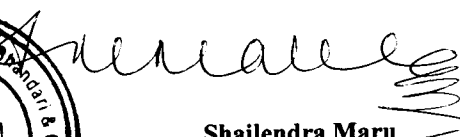


Pawan Kumar Gupta
Partner
Membership No.: 051713

Mumbai
13 May 2015



For and on behalf of the Board of Directors


Shailendra Maru
Director
DIN No.: 03290024

Mumbai
13 May 2015



Mayank Soti
Director
DIN No.: 03283886