

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF NARAYAN DEALCOM PRIVATE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **Narayan Dealcom Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are 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 and financial performance 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 Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on 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 controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the company as at 31st March, 2017, and its profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in Paragraph 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we further report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these financial statements.
 - d) In our opinion, the aforesaid Financial Statement comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial control over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in Annexure.

- 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:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the Company.
 - iv. The Company did not have any holdings or dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016.

Kolkata
2nd August, 2017

For Mahato Prabir & Associates
Chartered Accountants



FCA Prabir Mahato
Memb. No: 060238
FRN No: 325966E

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 of our Report of even date on the financial statements of the Company for the year ended 31st March 2017

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) The Company has no fixed assets. Accordingly, the provisions of paragraph 3 (i) of the Companies (Auditor's Report) Order, 2017 are not applicable to the company.
- (ii) The company has no inventory. Accordingly, the provisions of paragraph 3 (ii) of the Companies (Auditor's Report) Order, 2017 are not applicable to the company.
- (iii) 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. Accordingly, the clauses iii (a), iii (b) and iii (c) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) According to the information and explanation given to us the Company has not accepted any deposits from the public and hence the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues as applicable were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

- b) According to the information and explanation given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess, which have not been deposited on account of any dispute.
- (viii) On the basis of records examined by us and the information and explanation given to us the Company has not defaulted in repayment of loans or borrowings from financial institutions and Banks.

As explained the company has no loans or borrowings from government and there are no debenture holders.

- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of term loans during the year for the purposes for which they were raised.
- (x) During the courses of our examination of the books and record of the Company, carried out in accordance with the generally accepted audit practice in India, and according to the information and explanation given to us, we have neither come across instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such by the management.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the year under review.
- (xii) The Company is not a Nidhi Company and hence this clause is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) As per information & explanation given to us, the Company has not made any preferential allotment or private placement of shares nor fully or partly convertible debentures during the year under review; as such provisions of section 42 of the Companies Act, 2013 are not applicable to the Company.
- (xv) To the best of our knowledge and belief and as per the information and explanation given to us, the Company has not entered into any non cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Kolkata
2nd August, 2017

For Mahato Prabir & Associates
Chartered Accountants



Annexure B to the Auditor's Report

Report of the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Control over financial reporting of the Company as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI. These Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have

obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Kolkata
2nd August, 2017

For Mahato Prabir & Associates
Chartered Accountants


FCA Prabir Mahato
Memb. No: 060238

NARAYAN DEALCOM PVT LTD
BALANCE SHEET AS AT 31.03.2017

(Amount in Rs.)

<u>PARTICULARS</u>	<u>NOTE</u>	<u>31st March, 2017</u>	<u>31st March, 2016</u>
A EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2	4,220,000.00	4,220,000.00
Reserves and surplus	3	201,772,952.00	201,790,692.00
		205,992,952.00	206,010,692.00
Current Liabilities			
Trade Payables	4	3,000.00	5,000.00
Short-term provisions	5	-	360.00
TOTAL		205,995,952.00	206,016,052.00
B ASSETS			
<u>Non - Current Assets</u>			
Non -Current Investments	6	144,650,000.00	144,650,000.00
		144,650,000.00	144,650,000.00
<u>Current Assets</u>			
Cash and cash equivalents	7	95,952.00	116,052.00
Loans and Advances	8	61,250,000.00	61,250,000.00
		61,345,952.00	61,366,052.00
TOTAL		205,995,952.00	206,016,052.00

Accounting Policies & Additional Disclosure to
Financial Statement

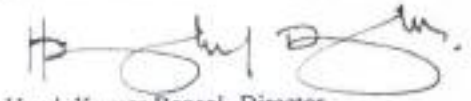
Notes 2 to 8 and referred to above form an integral part of the Balance Sheet

Signed in terms of our report of
even date annexed hereto
For Mahato Prabir & Associates
Chartered Accountants



Place : Kolkata
Date : 2nd August, 2017

For and on behalf of the Board of Director


Harsh Kumar Bansal- Director
DIN: 00137014


Vivek Kumar Bansal- Director
DIN: 00137120

NARAYAN DEALCOM PVT LTD

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2017

(Amount in ₹)

<u>PARTICULARS</u>	<u>NOTE</u>	<u>31st March, 2017</u>	<u>31st March, 2016</u>
A INCOME			
Revenue from operations		-	-
Less : Excise duty		-	-
: Vat		-	-
Revenue from operations (net)		-	-
Other income		360.00	-
TOTAL		360.00	-
B EXPENSES			
Other expenses	9	18,100.00	5,000.00
TOTAL		18,100.00	5,000.00
Loss before Tax		(17,740.00)	(5,000.00)
Tax expense:			
For current year		-	-
MAT credit (where applicable)			
Relating to prior years			
Net current tax expense		-	-
Deferred tax		-	-
Total		-	-
Loss for the year		(17,740.00)	(5,000.00)
Earnings per share :			
Basic		(0.04)	(0.01)
Diluted		(0.04)	(0.01)

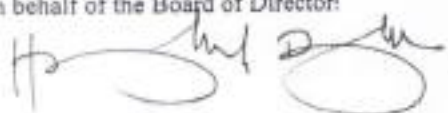
Notes 9 referred to above form an integral part of the Statement of Profit & Loss

Signed in terms of our report of
even date annexed hereto
For Mahato Prabir & Associates
Chartered Accountants

Prabir Mahato
Partner
Membership No 060238

Place : Kolkata
Date : 2nd August, 2017

For and on behalf of the Board of Director:


Harsh Kumar Bansal- Director
DIN: 00137014


Vivek Kumar Bansal- Director
DIN: 00137120

Notes forming part of the Financial Statements

(Amount in ₹)

31st March, 2017

31st March, 2016

NOTE : 2 : SHARE CAPITAL

Authorised

Equity shares of ₹ 10 each

Issued, Subscribed and fully paid up

Equity shares of ₹ 10 each

No of shares	Amount	No of shares	Amount
430,000	4,300,000	430,000	4,300,000
422,000	4,220,000	422,000	4,220,000

- Details of shareholders holding more than 5% shares :

Name

BMW Industries Ltd

No of shares	% holding	No of shares	% holding
417,100	98.84%	417,100	98.84%
417,100	98.84%	417,100	98.84%

NOTE : 3 : RESERVES AND SURPLUS

Securities Premium Account

Balance as per last Financial Statements

Add : Premium on shares issued during the year

Less : Utilized during the year

Closing balance

201,880,000	201,880,000
-	-
-	-
201,880,000	201,880,000

Surplus / (Deficit) in Statement of Profit and Loss

Balance as per last Financial Statement

Loss for the year

Transferred to General reserve

Closing balance

(89,308)	(84,308)
(17,740)	(5,000)
(107,048)	(89,308)
201,772,952	201,790,692

NOTE : 4 : TRADE PAYABLES

Liabilities for Expenses

3,000	5,000
3,000	5,000

NOTE : 5 : NON CURRENT ASSETS

Investments Unquoted

144,650,000	144,650,000
144,650,000	144,650,000

NOTE : 6 : SHORT TERM PROVISIONS

Provision for Income tax

-	360
-	360

NOTE : 7 : CASH AND CASH EQUIVALENTS

Balances with banks

- Current Account

Cash in hand (As certified by the Management)

26,538	26,538
69,414	89,514
95,952	116,052

NOTE : 8 : LOANS AND ADVANCES

Loans to others

61,250,000	61,250,000
61,250,000	61,250,000



NARAYAN DEALCOM PVT LTD
Notes forming part of the Statement of Profit & Loss

(Amount in ₹)

PARTICULARS

31.03.2017

31.03.2016

NOTE: 9 : OTHER EXPENSES

Bank Charges

Filing Fees

Payments to auditors :

As auditors - statutory audit

-	-
15,100	2,000
3,000	3,000
18,100	5,000

Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016

	SBN	Other Denomination Notes	Total
Closing cash in hand as on 08.11.16	-	69,414	69,414
(+) Permitted Receipts	-	-	-
(-) Permitted Payments	-	-	-
(-) Amount deposited in banks	-	-	-
Closing cash in hand as on 30.12.16	-	69,414	69,414



NARAYAN DEALCOM PVT LTD
Notes to Financial Statements For The Year Ended 31st March, 2017

1. Summary of significant accounting policies

1.1 Corporate information

Narayan Dealcom Private Limited (the company) is a private limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956.

1.2 Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared as per Schedule III notified under the Companies Act 2013, on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

1.3 Use of estimates

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

1.4 Revenue Recognition

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

1.5 Income Tax

Tax expense comprises current 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 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

1.6 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.7 Contingent Liabilities

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

For Mahato Prabir & Associates

Chartered Accountants



Place : Kolkata

Date: 2nd August, 2017

Harsh Kumar Bansal- Director
DIN: 00137014

Vivek Kumar Bansal- Director
DIN: 00137120