



**P. MURALI & CO.,**

CHARTERED ACCOUNTANTS  
6-3-655/2/3, SOMAJIGUDA,  
HYDERABAD - 500 082. INDIA

Tel. : (91-40) 2332 6666, 2331 2554  
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## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**TYOHAR FOODS PRIVATE LIMITED**

### Report on the Financial Statements

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

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("*the Act*") with respect to the preparation of these financial statements that give a true and fair view of the financial position, 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 the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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.





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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 controls system over financial reporting and the operating effectiveness of such controls. 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 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 March 31, 2017, and its Loss for the year ended on that date.

### **Emphasis of Matter Paragraph**

We draw attention to Note No 18 to the Financial Statements. The accumulated losses has completely eroded the Net Worth of the Company. The Company has suffered recurring losses. The accounts of the Company have been prepared on the basis of going concern assumption. However, the eroded Net Worth cast significant doubt upon the Company's ability to continue as a going concern unless it raises capital in order to fund its operations.

Our opinion is not modified in respect of this matter.





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### **Report on Other Legal and Regulatory Requirements.**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of 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
  - 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) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:




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- 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 for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in SBNs during the period from 8<sup>th</sup> Nov 2016 to 30<sup>th</sup> Dec 2016 and these are in accordance with the books of accounts maintained by the company

**For P. Murali & Co.,  
Chartered Accountants  
Firm Registration No : 0072507S**

  
**A. Krishna Rao  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 22.05.2017**





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### Annexure A to the Auditors Report

**Annexure referred to in Independent Auditors Report to the Members of M/s TYOHAR FOODS PVT LTD on the financial statements for the year ended 31<sup>st</sup> March 2017, we report that:**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details of intangible fixed assets.  
(b) According to the information and explanations given to us and on the basis of our examination of records of the Company, the company is not holding any immovable properties. Hence the verification of title deeds is not applicable.
- ii. The Company does not have any inventory. Hence this clause is not applicable.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.
- iv. The Company has not granted any loans or made any Investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, the provisions of clause 3(iv) of the said order are not applicable to the company.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of The Companies Act, 2013.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Income-tax and other material statutory dues, as applicable, with the appropriate authorities in India ;  
(b) There were no undisputed amounts payable in respect of, Income-tax, and other material statutory dues in arrears as at 31<sup>st</sup> March 2017 for a period of more than 6 months for the date they became payable.  
(c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax or any other material statutory dues, which have not been deposited on account of any disputes.







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- viii. In our opinion, and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institution or banks or Government or dues to debenture holders as at the balance sheet date.
- ix. Money have not been raised by way of initial public offer or further public offer(including debt instruments) and term loans during the Year.
- x. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit
- xi. The company has not paid or provided managerial Remuneration during the year consideration, hence this clause is not applicable.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the Provisions of clause 3(xii) of the order are not applicable to the company.
- xiii. The Company has not entered transactions with related parties in terms of Section 186 of the Companies act,2013.
- xiv. The Company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

For P. Murali & Co.,  
Chartered Accountants  
Firm Registration No : 0072507S

**A.Krishna Rao**  
Partner  
Membership No. 020085  
Place: Hyderabad  
Date : 22.05.2017



## TYOHAR FOODS PRIVATE LIMITED

### SIGNIFICANT ACCOUNTING POLICIES:

#### a) BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS:

These financial statements of the Company are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the Historical Cost convention on the accrual basis except for certain financial instruments which are measured at Fair Values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### b) REVENUE RECOGNITION:

- i) The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.
- ii) Revenue is not recognized on the grounds of prudence, until realized in respect of liquidated damages, delayed payments as recovery of the amounts are not certain.

#### c) PROVISIONS :

Provisions are recognized when the company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation

#### d) DEFERRED TAX LIABILITY/ASSET:

Deferred tax asset or liability is recognized for future tax consequences attributable to the timing differences that result between profit offered for Income tax and the profit as per the financial statements. Deferred tax asset or liability is measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

#### e) FIXED ASSETS:

Fixed assets are stated at cost. Cost comprises the Purchase price and other attributable expenses.

#### f) DEPRECIATION:

The company has calculated depreciation in accordance with provisions of Schedule II of Companies Act, 2013.



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**M/s TYOHAR FOODS PRIVATE LIMITED**

Notes to Accounts:

18) The Company has incurred recurring losses on account of which the net worth of the company has completely eroded.

19) There are no dues to SSI Units outstanding for more than 45 days.

20) Auditors' Remuneration:

Particulars	31-03-2017	31-03-2016
	Rupees	Rupees
Audit Fee	5,725/-	11,450/-

21) Disclosure on specified Bank Notes:

Particulars	SBN's	Other Denomination notes	Total
Closing cash hand as on November 8, 2016	NIL	38,356/-	38,356/-
Add: Permitted receipts	NIL	NIL	NIL
Less: Permitted Payments	NIL	NIL	NIL
Less : Amount Deposited in Banks	NIL	NIL	NIL
Closing cash in hand as on December 30,2016	NIL	38,356/-	38,356/-





22) Previous years' figures are restated/regrouped/rearranged wherever necessary in order to Conform to the current years' grouping and classifications.

23) Figures have been rounded off to the nearest rupee.

**SIGNATURE TO NOTES 1 To 23**

As per our report of even date

For and on behalf of the Board

**For P.Murali & Co.,  
Chartered Accountants,  
Firm's Regn.No:007257S**

**TYOHAR FOODS PRIVATE LIMITED**



**A. Krishna Rao  
Partner  
M.No. 020085**



**Director**



**Director**

**Place: Hyderabad  
Date : 22.05.2017**

**TYOHAR FOODS PRIVATE LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2017**

PARTICULARS	NOTE NO	As At 31/03/2017	As At 31/03/2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	1,00,000	1,00,000
(b) Reserves and Surplus	2	(90,35,335)	(85,70,122)
<b>(2) Non-Current Liabilities</b>			
(a) Long Term Borrowings	3	3,43,68,455	3,09,68,613
(b) Deferred Tax Liability	4	4,73,810	4,23,121
<b>(3) Current Liabilities</b>			
(a) Short Term Provisions	5	5,725	11,450
<b>Total</b>		<b>2,59,12,655</b>	<b>2,29,33,062</b>
<b>II. Assets</b>			
<b>(1) Non current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	6	44,67,719	48,04,034
(ii) Capital Work-in-Progress	6	1,98,13,668	1,65,31,414
(b) Long Term Loans and Advances	7	15,22,371	15,22,371
<b>(2) Current assets</b>			
(a) Inventories	8	-	-
(b) Cash and cash Equivalents	9	96,898	63,243
(c) Other Current Assets	10	12,000	12,000
<b>Total</b>		<b>2,59,12,655</b>	<b>2,29,33,062</b>

AS PER OUR REPORT OF EVEN DATE

for P MURALI & CO.,

CHARTERED ACCOUNTANTS

Firm Registration Number : 00725875



A. Krishna Rao

PARTNER

Membership No. 020085

PLACE : HYDERABAD

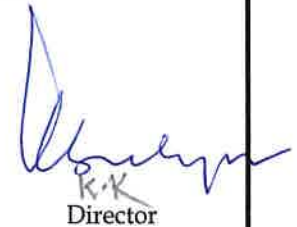
DATE : 22ND MAY 2017



FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
OF TYOHAR FOODS PRIVATE LTD



Director



Director

**TYOHAR FOODS PRIVATE LIMITED**  
**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED**

Particulars	Note No	31/03/2017	31/03/2016
		Rs.	Rs.
I. Revenue from operations	11	-	15,93,900
<b>I. Total Revenue</b>		<b>-</b>	<b>15,93,900</b>
II. Expenses:			
Purchases	12	-	11,61,725
Changes in Stock-in-Trade	13	-	40,000
Employee Benefit Expense	14	-	13,69,235
Other operating expenses	15	-	8,24,086
Administrative Expenses	16	5,725	1,18,726
Finance costs	17	72,483	29,524
Depreciation and amortization expense	6	3,36,315	3,36,315
<b>II. Total Expenses</b>		<b>4,14,523</b>	<b>38,79,611</b>
III. Profit/(Loss) Before Tax (I-II)		(4,14,523)	(22,85,711)
IV. Tax expense:			
(1) Current tax		0	0
(2) Deferred tax		50,689	50,689
<b>V. Profit/(Loss) for the period (III-IV)</b>		<b>(4,65,212)</b>	<b>(23,36,401)</b>

AS PER OUR REPORT OF EVEN DATE  
for P MURALI & CO.,  
CHARTERED ACCOUNTANTS  
Firm Registration Number : 0072507S

FOR AND ON BEHALF OF THE BOARD OF  
DIRECTORS OF TYOHAR FOODS PRIVATE LTD

  
A. Krishna Rao  
PARTNER  
Membership No. 020085  
PLACE : HYDERABAD  
DATE : 22ND MAY 2017



  
Director

  
Director

**NOTES TO BALANCE SHEET**

**NOTE NO. 1 : SHARE CAPITAL**

Particulars	As At 31/03/2017	As At 31/03/2016
<b>Share Capital ( For each class of capital )</b>		
(a) Authorised	1,00,000	1,00,000
(b) Issued	1,00,000	1,00,000
(c) Subscribed & Fully Paid Up	1,00,000	1,00,000
(d) Subscribed & not fully paid up	-	-
<b>Total Equity Share capital</b>	<b>1,00,000</b>	<b>1,00,000</b>
<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</b>	<b>Number of Shares</b>	<b>Number of Shares</b>
<b>Equity Shares of Rs.10Each, Fully paid up :</b>		
At the Beginning	10,000	10,000
Issued during the year	-	-
At the end	10,000	10,000
<b>Details of Shareholder Holding More Than 5% Shares of the Company:</b>	<b>% of Share Holding</b>	<b>% of Share Holding</b>
<b>Equity Shares of Rs. 10 each Held By Virinchi Limited</b>	99.99	99.99

**NOTE NO. 2 : RESERVES AND SURPLUS**

Particulars	As At 31/03/2017	As At 31/03/2016
<b>Surplus:</b>		
Opening Balance - Profit and Loss Account	(85,70,122)	(62,03,658)
Add: Transfer from Profit & Loss Account	(4,65,212)	(23,66,464)
<b>Total Reserves and Surplus</b>	<b>(90,35,335)</b>	<b>(85,70,122)</b>

**NOTE NO. 3 : LONG TERM BORROWINGS**

Particulars	As At 31/03/2017	As At 31/03/2016
<b>Term Loans:</b>		
<b>From Banks:</b>		
Secured (Land in the name of Holding Company )	2,05,09,019	2,48,32,091
<b>Others:</b>		
Unsecured	1,38,59,436	61,36,522
<b>Total Long Term Borrowings</b>	<b>3,43,68,455</b>	<b>3,09,68,613</b>



*[Handwritten Signature]*  
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**NOTE NO. 4 : DEFERRED TAX LIABILITY**

Particulars	As At 31/03/2017	As At 31/03/2016
Opening Deferred Tax Liability	4,23,121	3,47,023
Add: Deferred Tax Liability for the year ( Due to SLM and WDV Difference )	50,689	76,098
<b>Total Deferred Tax Liability</b>	<b>4,73,810</b>	<b>4,23,121</b>

**NOTE NO. 5 : SHORT TERM PROVISIONS**

Particulars	As At 31/03/2017	As At 31/03/2016
Audit Fee Payable	5,725	11,450
<b>Total Short Term Provisions</b>	<b>5,725</b>	<b>11,450</b>

**NOTE NO. 7 : LONG TERM LOANS AND ADVANCES**

Particulars	As At 31/03/2017	As At 31/03/2016
a) Security Deposit Unsecured	15,22,371	15,22,371
b) Loans and advances Unsecured	-	-
<b>Total Long Term Loans &amp; Advances</b>	<b>15,22,371</b>	<b>15,22,371</b>

**NOTE NO. 8 : INVENTORIES**

Particulars	As At 31/03/2017	As At 31/03/2016
Inventories	-	-
Provisions	-	-
<b>Total Inventories</b>	<b>-</b>	<b>-</b>

**NOTE NO. 9 : CASH & CASH EQUIVALENTS**

Particulars	As At 31/03/2017	As At 31/03/2016
Cash and cash equivalents :		
a) Balances with banks :		
1) On Current Accounts	19,997	24,887
b) Cash on hand	76,906	38,356
<b>Total Cash and Cash Equivalents</b>	<b>96,898</b>	<b>63,243</b>

**NOTE NO. 10 : OTHER CURRENT ASSETS**

Particulars	As At 31/03/2017	As At 31/03/2016
Salary and other Advances	11,000	11,000
TDS Receivable	1,000	1,000
<b>Total Other Current Assets</b>	<b>12,000</b>	<b>12,000</b>



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K.R



**NOTES TO STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED**  
**NOTE NO. 11 : REVENUE FROM OPERATIONS**

Particulars	31-03-2017	31-03-2016
	Rs.	Rs.
Revenue from operations		
Sale of Products	-	15,93,900
<b>Total Revenue from Operations</b>	-	15,93,900

**NOTE NO. 12 : PURCHASES**

Particulars	31-03-2017	31-03-2016
	Rs.	Rs.
Drinks	-	1,12,496
Milk	-	35,000
Provisions	-	4,80,400
Vegetables	-	4,25,829
Gas Cylinders	-	1,08,000
<b>Total Purchases</b>	-	11,61,725

**NOTE NO. 13 : CHANGES IN STOCK IN TRADE**

Particulars	31-03-2017	31-03-2016
	Rs.	Rs.
Stock in trade at the beginning of the year	-	40,000
Less: Stock in trade at the end of the year	-	-
<b>(Increase) / Decrease in Inventories</b>	-	40,000

**NOTE NO. 14 : EMPLOYEE BENEFIT EXPENSES**

Particulars	31-03-2017	31-03-2016
	Rs.	Rs.
Salaries & Wages	-	13,16,000
Staff Welfare Expenses	-	53,235
<b>Total Employee Benefit Expenses</b>	-	13,69,235

**NOTE NO. 15 : OTHER OPERATING EXPENSES**

Particulars	31-03-2017	31-03-2016
	Rs.	Rs.
Power & Fuel	-	1,34,086
Rent	-	6,90,000
Repairs and Maintenance	-	-
<b>Total Other Expenses</b>	-	8,24,086

**NOTE NO. 16 : ADMINISTRATIVE EXPENSES**

Particulars	31-03-2017	31-03-2016
	Rs.	Rs.
Telephone, Postage and Others	-	16,000
Conveyance	-	76,276
Audit Fee	5,725	11,450
Misc Expenses	-	15,000
<b>Total Administrative Expenses</b>	5,725	1,18,726

**NOTE NO. 17 : FINANCE COSTS**

Particulars	31-03-2017	31-03-2016
	Rs.	Rs.
Interest & Bank Charges	72,483	29,524
<b>Total Finance Cost</b>	72,483	29,524



K.K.

Note Number : 6  
**FIXED ASSETS AS ON 31st MARCH, 2017**

Sl. No.	Particulars	Gross Block			Rate of Depreciation	Depreciation/Amortization			Net Block as on 31.03.2017	Net Block as on 31.03.2016
		As on 01.04.2016	Additions during the year	As on 31.03.2017		Dep. As on 01.04.2016	Dep. For the year 2016-17	Total Depreciation		
1	PLANT & MACHINERY	53,07,492		53,07,492	4.75%	9,24,968	2,79,618	12,04,586	41,02,906	46,62,077
2	ELECTRICAL EQUIPMENT	61,062		61,062	4.75%	15,971	6,211	22,182	38,880	51,299
3	COMPUTERS	25,000		25,000	16.21%	19,722	-	19,722	5,278	10,020
4	INTERIORS	5,09,117		5,09,117	6.33%	1,37,976	50,487	1,88,463	3,20,654	4,21,608
	Sub Total	59,02,671	-	59,02,671		10,98,637	3,36,315	14,34,952	44,67,719	51,45,004
5	CAPITAL WORK IN PROGRESS	1,65,31,414	32,82,254	1,98,13,668	0.00%	-	-	-	1,98,13,668	1,25,97,262
	Sub Total	1,65,31,414	32,82,254	1,98,13,668		-	-	-	1,98,13,668	1,25,97,262
	<b>GRAND TOTAL</b>	<b>2,24,34,085</b>	<b>32,82,254</b>	<b>2,57,16,339</b>	<b>-</b>	<b>10,98,637</b>	<b>3,36,315</b>	<b>14,34,952</b>	<b>2,42,81,387</b>	<b>1,77,42,266</b>



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