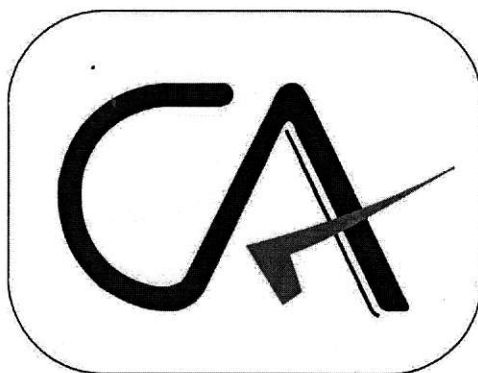


Statutory Audit Report of
BHANDERI HAPPINESS PRIVATE LIMITED

***B/12, JABUKA COMPEX,
NR. BAJRANG ASHRAM
N.H.-8, THAKKARBAPANAGAR
AHMEDABAD-382350***

Financial Year

10.04.2018 to 31.03.2019



:Auditor:

S M KIKANI & ASSOCIATES

Chartered Accountants

**Add: D-7, BHAVNA APARTMENTS
NARAYANNAGAR**

PALDI-VASNA ROAD, AHMEDABAD - 380007



S M Kikani & Associates

Chartered Accountants

D/7, Bhavna Appartment, Narayannagar,

Paldi-vasna Road, Ahmedabad-380007

Mob. No.: +91 9408677353 E-Mail ID:sahishnu3105i@gmail.com

Independent Auditors' Report

To the Members of BHANDERI HAPPINESS PRIVATE LIMITED

We have audited the accompanying Financial Statements of **BHANDERI HAPPINESS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then 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 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, 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.

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





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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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 above said 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- b) in the case of the Statement of Profit and Loss, of the loss for the period April 10, 2018 to March 31, 2019; and
- c) in the case of the Cash Flow Statement, of the cash flows for the period April 10, 2018 to March 31, 2019 that date.

Report on Other Legal and Regulatory Requirements

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

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

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

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;





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- e) On the basis of written representations received from the directors as on 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a 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) 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 for which there were any material foreseeable losses.
 - iii) There were no amounts which required to be transferred to the Investor Education and Protection Fund.

**FOR S.M. Kikani & Associates
CHARTERED ACCOUNTANTS,
FIRM REG. NO. 142207 W**

S.M. Kikani

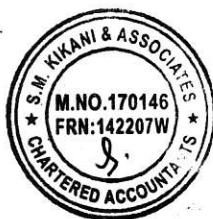
**SAHISHNU KIKANI
PROPRIETOR
MEM. NO. 170146
Place: AHMEDABAD
Date: 23/05 /2019**



Annexure- A to the Auditors' Report

Annexure referred to in Independent Auditors' Report to the members of BHANDERI HAPPINESS PRIVATE LIMITED ("the Company") on the financial statements for the year ended 31st March, 2019, we report that:

- (i) The Company has not any fixed assets during the previous year, thus, paragraph 3(i) of the order is not applicable to the Company.
- (ii) The Company has not carried out any business activity accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) As informed and explanation provided to us, the Company has not granted any loans, secured or unsecured, to the companies, firms, limited liabilities partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence clause (iii) (a), (iii) (b) and (iii) (c) of the Order are not applicable to the Company.
- (iv) Based on the information and explanations provided to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act 2013 in respect of loans, investments, guarantee and securities.
- (v) As per the information and explanation given to us, the Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provision of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules made there under are not applicable.
- (vi) In our opinion, as per the explanation and information provided to us, requirement regarding maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 does not apply to the company.
- (vii) (a) According to the information and explanations given to us and on basis of our examination of the records of the Company, amount deducted /accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have dues on accounts of employees' state insurance and duty of excise.



According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of duty of customs, income tax and sales tax, duty of excise, service tax and value added tax which have not been deposited with the appropriate authorities on accounts of any dispute.

- (viii) The Company does not have any loan and borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, Paragraph 3(Viii) of the Order is not applicable.
- (ix) The Company did not raise any money by the way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
- (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) In our opinion and according to the information and explanations given to us, the provisions related to managerial remuneration under section 197 of the Companies Act, 2013 is not applicable to the Company, hence clause (xi) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and bases 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 are required by the applicable accounting standards.
- (xiv) In our Opinion and according to the information and explanation provided to us, the company not made any preferential allotment or private placement of shares or fully or partly convertible debentures under section 42 of the companies Act, 2013, hence clause (xiv) of the order is not applicable.



- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company not entered into non cash transactions with the directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

FOR S.M. Kikani & Associates
CHARTERED ACCOUNTANTS,
FIRM REG. NO. 142207 W

S.M. Kikani

SAHISHNU M KIKANI
PROPRIETOR
MEM. NO. 170146
Place: AHMEDABAD
Date: 23/05/2019



Bhanderi Happiness Private Limited

U74993GJ2018PTC101745

Balance Sheet for the period ended on 31.03.2019

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2019
<u>Equity & Liabilities</u>		
<u>Shareholders' Funds</u>		
Share Capital	2	10,00,000
Reserves & surplus	3	(60,237)
<u>Non Current Liabilities</u>		
Long Term Borrowings	4	62,28,694
Other Long Term Liabilities		-
<u>Current Liabilities</u>		
Other Current Liabilities	5	1,79,932
Short term Provisions	6	10,000
Total		73,58,389
<u>Assets</u>		
<u>Non Current Assets</u>		
Fixed Assets		
Tangible Assets		-
Non Current Investments		-
Deferred tax Assets		-
<u>Current Assets</u>		
Inventories	7	72,52,458
Cash and Cash Equivalents	8	1,05,931
Short Term Loans and Advances		-
Other Current Assets		-
Total		73,58,389
Summary of Significant Accounting Policies	1	
Notes on Financial Statements and other disclosures	2 - 14	

As per our Report of even date

For S.M. Kikani & Associates

Chartered Accountants

Firm Reg. No. 142207 W

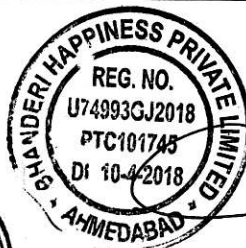
Sahishnu M Kikani

Proprietor

M. No. 170146

Ahmedabad

Date : 23.05.2019



For and on behalf of the Board

Sunil Patel Dhirubhai Dhirubhai Bhanderi

Director

DIN No. 00307827

Ahmedabad

Date : 23.05.2019

Director

DIN No. 02043847

Bhanderi Happiness Private Limited
U74993GJ2018PTC101745

Statement of Profit and Loss for the period ended on 31st March, 2019

(Amount in Rs.)

Particulars	Note No.	Year Ended 31.03.2019
Revenue		
Revenue from Operations		-
Other Income		-
Total Revenue		-
Expenses		
Changes in Inventories	8	-
Direct Expenses		-
Depreciation and Amortisation Expenses		-
Other Expenses	9	60,237
Total Expenses		60,237
Profit/Loss Before Tax		(60,237)
Tax Expenses		
Current tax		-
Short/(Excess) Provision for Tax		-
Deferred Tax (Assets) / Liabilities		-
Profit/Loss for the period		(60,237)
Earning per Equity Share	10	
(1) Basic		(0.60)
(2) Diluted		(0.60)
Summary of Significant Accounting Policies	1	
Notes on Financial Statements	2 - 14	

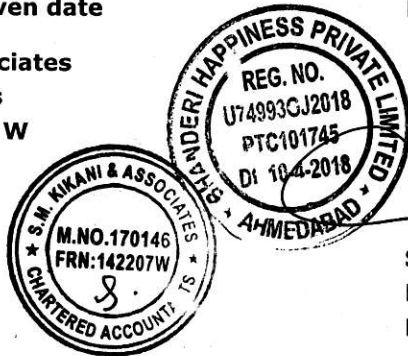
As per our Report of even date

For and on behalf of the Board

For S.M. Kikani & Associates
Chartered Accountants
Firm Reg. No. 142207 W

Sahishnu M Kikani
Proprietor
M. No. 170146

Ahmedabad
Date : 23.05.2019



Sunil Patel Dhirubhai Dhirubhai Bhanderi
Director
DIN No. 00307827

Ahmedabad
Date : 23.05.2019

Er. Sunil Dhirubhai Bhanderi

Director
DIN No. 02043847

Bhanderi Happiness Private Limited

U74993GJ2018PTC101745

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31,2019

(Amount in Rs.)

PARTICULARS	31.03.2019
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit before tax and extraordinary items	(60,237)
Adjustment for	
Add: Depreciation	-
	-
Operating profit before working capital changes	(60,237)
Adjustment for	
Inventory	-
Trade Receivable	-
Trade Payables	44,495
Other Current liabilities	2,000
Short-term Provision	10,000
Other Current Assets	-
Working Capital changes	56,495
Cash Generated From Operation	(3,742)
Income Taxes Paid	-
A. Cash Flow From Operating Activities	(3,742)
B. CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Long Term Investment (Including share of minority)	-
Purchase of Fixed Assets (Net)	-
Cash Flow From Investing Activities	-
C. CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from conversion/issuance of Share Warrant	-
Short Term Loans and Advances	-
Proceeds from Long / Short Term Borrowings	1,00,000
Dividend Received	-
Cash Flow From Financing Activities	1,00,000
Net increase/(decrease) in cash and cash Equivalents	96,258
Opening balance of Cash and Cash Equivalents	9,673
Closing Balance Of Cash and Cash Equivalents	1,05,931

As per our Report of even date

For S.M. Kikani & Associates

Chartered Accountants

Firm Reg. No. 142207 W

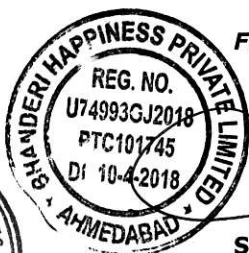
S.M. Kikani
Sahishnu M Kikani

Proprietor

M. No. 170146

Ahmedabad

Date : 23.05.2019



For and on behalf of the Board

Sunil Patel Dhirubhai

Director

DIN No. 00307827

Ahmedabad

Date : 23.05.2019

Dhirubhai Bhanderi

Director

DIN No. 02043847

Bhanderi Happiness Private Limited

U74993GJ2018PTC101745

Notes to the Financial Statements for the period ended on 31st March, 2019

Corporate Information

Bhanderi Happiness Private Limited is incorporated on April 10, 2018 under the provisions of the Companies Act, 2013. The Company is engaged in the business of Real Estate Development, Land Development, Area Estate and Site Development.

1 Significant Accounting Policies

a. Basis of Preparation of Financial Statements

The financial statements have been prepared under historical cost convention and on accrual basis of accounting. The Company has prepared these financial statements in accordance with the Generally Accepted Accounting Principles in India and to comply in all material respects with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956.

b. Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period.

Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

c. Inventories

Inventories are valued at cost or Market value whichever is lower.

d. Revenue Recognition

Revenue is recognised on accrual basis to the extent it is possible that the economic benefits will flow to the Company and the revenue can be reliably measured.

e. Earnings Per Share

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with the Accounting Standard 20 on Earning Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year.

f. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a 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. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

2 Share Capital

Particulars	As at 31.03.2019
<u>Authorized</u>	
1,00,000 Equity shares of Rs. 10/- each	10,00,000
	10,00,000
<u>Issued, Subscribed & Paid Up</u>	
1,00,000 Equity shares of Rs. 10/- each	10,00,000
	10,00,000



Bhanderi Happiness Private Limited
U74993GJ2018PTC101745

Notes to the Financial Statements for the period ended on 31st March, 2019

Notes

a) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of `10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the 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.

Details of shareholders holding more than 5% equity shares of the Company

Equity share of Rs 10/- each fully paid up	31-Mar-2018	
	No of shares	% holding
Bhanderi Infracon Limited	75,000	75.00%
Sunil Dhirubhai Patel	7,500	7.50%
Bhumikaben S Patel	7,500	7.50%

As per the records of the company, including its register of the members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownerships of shares.

3 Reserve and Surplus

Particulars	As at 31.03.2019
Profit & Loss Account	
Opening balance	-
Add : During the year	(60,237)
	(60,237)

4 Long term borrowings

Particulars	As at 31.03.2019
Unsecured loan	
Loan from directors	54,31,065
Loan from Others	-
Loan from Body Corporates	7,97,629
	62,28,694

5 Other Current Liabilities

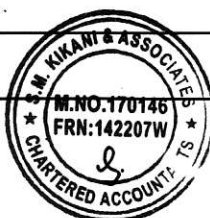
Particulars	As at 31.03.2019
Sundry Creditors	1,77,932
Duties & Taxes	2,000
	1,79,932

6 Short term Provisions

Particulars	As at 31.03.2019
Provision for Audit Fees	10,000
	10,000

7 Inventories

Particulars	As at 31.03.2019
Closing Stock	72,52,458
	72,52,458



Bhanderi Happiness Private Limited
U74993GJ2018PTC101745

Notes to the Financial Statements for the period ended on 31st March, 2019

8 Cash and Cash Equivalents

Particulars	As at 31.03.2019
Cash on hand	9,673
Balances with banks in Current accounts	96,258
	1,05,931

9 Changes in Inventories (Construction WIP)

Particulars	As at 31.03.2019
Opening Stock	72,52,458
Less : Closing Stock	72,52,458
	-

10 Other Expenses

Particulars	As at 31.03.2019
Audit Fees	10,000
Bank Charges	2,242
Professional Fees	41,300
ROC Charges	6,695
	60,237

11 Earnings Per Share

Particulars	As at 31.03.2019
Net profit after tax available for equity shareholders (Rs.)	(60,237)
Weighted average number of equity shares of Rs. 10/- each	
Number of share at the beginning of the period	1,00,000
Number of share at the end of the period	1,00,000
Basic and diluted earning per share (Rs.)	(0.60)

12 Related Party Disclosure

A Key Managerial Person ('KMP')

Sunil Patel Dhirubhai	Director
Dhirubhai Bhanderi	Director

B There is no related party transactions during the period ended on 31.03.2019.

13 Auditors' Remuneration

Particulars	Year ended 31.03.2019
Audit Fees	10,000
Total	10,000



Bhanderi Happiness Private Limited

U74993GJ2018PTC101745

Notes to the Financial Statements for the period ended on 31st March, 2019

- 14 In the opinion of the Management, the Current Assets, Loans & Advances are approximately of the value stated and are realizable in the ordinary course of business. The provisions for all known liabilities are adequate.

As per our Report of even date

For S.M. Kikani & Associates

Chartered Accountants

Firm Reg. No. 142207 W

S.M. Kikani

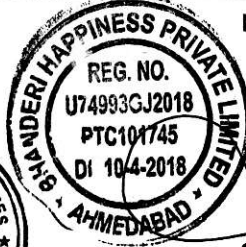
Sahishnu M Kikani

Proprietor

M. No. 170146

Ahmedabad

Date : 23.05.2019



For and on behalf of the Board

Sunil Patel Dhirubhai

Director

DIN No. 00307827

Ahmedabad

Date : 23.05.2018

Dhirubhai Bhanderi

Dhirubhai Bhanderi

Director

DIN No. 02043847