

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
Report on the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying standalone financial statements of **GROWEL SIDASA INDUSTRIES PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis for Qualified Opinion section of our Report* the aforesaid standalone 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, 2019 and loss for the year ended on that date.

Basis for Qualified Opinion

3. *We draw your attention to Note 1(a) of the financial statements, wherein the management has explained its reasons for preparing the said financial statements on a going concern basis. As on 31st March, 2019, the net worth of the company has substantially eroded. We are unable to take an informed judgement on the Company's ability to continue as a going concern.*
4. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including annexure to Board's report, but does not include the financial statements and our auditor's report thereon.
6. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is



materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements.

8. 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 standalone financial statements that give a true and fair view of the financial position and 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 together with Rules thereon. 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; 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. *Reference is drawn to Note 1(a) to the financial statements wherein the Management has explained its reasons for preparing the financial statements on a going concern basis.*

9. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the standalone financial statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide



a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to **modify our opinion** (Refer Note 1(a)). Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

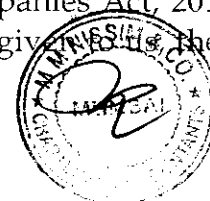
Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

- 12. This report does not include a statement on the matters specified in Paragraph 3 of the Companies (Auditors' Report) Order, 2016 issued by the Department of Company Affairs in terms of subsection 11 of Section 143 of the Companies Act, 2013 as in our opinion and according to the information and explanations given to us, the said order is not applicable to the Company.



13. 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 and 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read together with Rules thereon.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) In terms of notification no. G.S.R. 583(E) dated 13th June, 2017, report on the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls is not applicable to the company; and
- (g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Section 197(16) of the Act, as amended, the Company being a private limited company, the provisions of Section 197 are not applicable to the Company.
- (h) 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 has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 10 (A) to the financial statements;
 - 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.

For M. M. NISSIM & CO
Chartered Accountants
(Firm Regn. No. 107122W)



N KASHINATH
Partner

Mumbai, Dated: June 28, 2019



GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2019

	Note	Rupees	
		March 31, 2019	March 31, 2018
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,58,68,000	2,58,68,000
Reserves & Surplus	3	(2,57,59,031)	(2,57,30,458)
		1,08,969	1,37,542
Current Liabilities			
Other Current Liabilities	4	3,01,011	4,13,878
		3,01,011	4,13,878
Total		4,09,980	5,51,420
ASSETS			
Non Current Assets			
Other Non Current Assets	5	64,825	64,825
		64,825	64,825
Current Assets			
Trade Receivables	6	-	-
Cash and Bank balances	7	3,26,293	4,73,548
Other Current Assets	5	18,862	13,047
		3,45,155	4,86,595
Total		4,09,980	5,51,420
Significant Accounting Policies	1		
Explanatory Information & Other Additional Notes	10		

This is the Balance Sheet referred to in our report of even date

For M. M. NISSIM & CO.

Chartered Accountants



N KASHINATH

Partner

Mumbai, Dated: June 28, 2019



For and on behalf of the Board of Directors



NIRAJKUMAR MORE

Director

Mumbai, Dated: June 28, 2019



ROHITKUMAR MORE

Director

GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
STATEMENT OF PROFIT & LOSS FOR YEAR ENDED 31ST MARCH 2019

	Note	Amount in Rupees	
		2018-2019	2017-2018
INCOME			
Other Income	8	38,919	25,842
Total Revenue		38,919	25,842
EXPENSES			
Other Expenses	9	67,492	1,00,920
Total Expenses		67,492	1,00,920
PROFIT/(LOSS) BEFORE TAX FROM DISCONTINUING OPERATIONS		(28,573)	(75,078)
Tax Expense:			
Deferred Tax		-	-
		-	-
PROFIT/(LOSS) FOR THE YEAR FROM DISCONTINUING OPERATIONS		(28,573)	(75,078)
Earnings Per Equity Share in Rupees			
Basic	10 D	(0.01)	(0.03)
Diluted	10 D	(0.01)	(0.03)
Significant Accounting Policies	1		
Explanatory Information & Other Additional Notes	10		

This is the Statement of Profit and Loss referred to in our report of even date

For **M. M. NISSIM & CO.**
Chartered Accountants

For and on behalf of the Board of Directors


N KASHINATH
Partner

Mumbai, Dated: June 28, 2019




NIRAJKUMAR MORE
Director

Mumbai, Dated: June 28, 2019


ROHITKUMAR MORE
Director

GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting

The accounts have been prepared on the accrual basis of accounting, under the historical cost convention, in accordance with the Companies Act, 2013 and the applicable accounting standards.

The company is Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards as applicable to Small and Medium Sized Company.

The company had discontinued its operations with effect from 1st October 2013. Further, the company has incurred losses and the net worth of the company has substantially eroded. The accounts of the company has been prepared on a going concern basis and not further adjustments are deemed necessary in the accounts relating to the recoverability of its assets and in respect of recorded liabilities.

All assets and liabilities have been classified as Current or Non Current as per criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents the Company has determined its operating cycle for the purpose of current and non-current classification of assets and liabilities.

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 the financial statement and a reported amount of revenues and expenses during the reporting period. Difference between the actual expenses and estimates are recognised in the period in which the results are known/ materialized.

c. Revenue Recognition

Sale of goods are recognised upon passage of title to the customers which generally coincides with their delivery. Revenue from job work charges for materials lying in stock, pending despatches at the year end, are accounted for on accrual basis.

d. Lease

Operating lease payments are recognised on a straight line basis over the lease term.

e. Borrowing Costs

Borrowing Costs that are attributable to the acquisition of or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue



GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

f. Income Tax Provision

Tax expense comprises both current and deferred taxes. Current Tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods are recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred Tax assets are recognised only to the extent there is a virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

g. Provisions, Contingent Liabilities and Contingent Assets

The Company recognises 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.

Contingent Assets have neither been recognized nor been disclosed in the financial statements.



GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

		Rupees	
		March 31, 2019	March 31, 2018
NOTE 2: SHARE CAPITAL			
Authorised			
50,00,000 Equity Shares of Rs.10/- each		50,000,000	50,000,000
		<u>50,000,000</u>	<u>50,000,000</u>
Issued, Subscribed and Fully Paid-up			
25,86,800 (Previous Year 25,86,800) Equity Shares of Rs.10/- each		25,868,000	25,868,000
		<u>25,868,000</u>	<u>25,868,000</u>
Reconciliation of shares outstanding as at the end of the year;			
	March 31, 2019	March 31, 2018	
	No of Shares	Rupees	No of Shares
			Rupees in
As at the beginning of the year	2,586,800	25,868,000	2,586,800
Add: Issued during the year	-	-	-
Less: Brought Back during the year	-	-	-
Outstanding at the end of the year	<u>2,586,800</u>	<u>25,868,000</u>	<u>2,586,800</u>

(a) Rights, preferences and restrictions attached to shares

The company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting,except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Shareholders holding more than 5 percent of the Equity shares

Name of the Shareholder	March 31, 2019		March 31, 2018	
	No of Shares	%age	No of Shares	%age
M/S GRAUER & WEIL (INDIA) LTD.	1,288,300	49.80%	1,288,300	49.80%
M/S. SIDA S.A, SPAIN	1,293,400	50.00%	1,293,400	50.00%
	<u>2,581,700</u>		<u>2,581,700</u>	

NOTE 3: RESERVES AND SURPLUS

	March 31, 2019	March 31, 2018
Surplus / (Deficit) in the Statement of Profit & Loss		
As per last Account	(25,730,458)	(25,655,380)
Profit/(Loss) for the year	(28,573)	(75,078)
Net Surplus /(Deficit) in the Statement of Profit & Loss	<u>(25,759,031)</u>	<u>(25,730,458)</u>

NOTE 4: OTHER CURRENT LIABILITIES

Other payables:

	March 31, 2019	March 31, 2018
Advances from customers	233,941	233,942
Others (Refer Note 10C)	67,070	179,936
	<u>301,011</u>	<u>413,878</u>



GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

Rupees

NOTE 5: OTHER ASSETS

	NON CURRENT		CURRENT	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
(Unsecured - Considered Good)				
Interest accrued on fixed Deposits	-	-	18,862	13,047
Non Current Bank Balances (Refer Note 7)	64,825	64,825	-	-
	<u>64,825</u>	<u>64,825</u>	<u>18,862</u>	<u>13,047</u>

NOTE 6: TRADE RECEIVABLES

	March 31, 2019	March 31, 2018
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured Considered Doubtful	36,43,280	36,68,280
Less: Provision for Doubtful Debts	<u>36,43,280</u>	<u>36,68,280</u>
	-	-
Others		
Unsecured Considered Good	-	-
	<u>-</u>	<u>-</u>

NOTE 7: CASH AND BANK BALANCES

	NON CURRENT		CURRENT	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Cash & Cash Equivalents				
Cash on hand	-	-	2,693	8,985
Balances with banks				
In Current Accounts	-	-	3,23,600	4,64,563
In Fixed Deposit Accounts (pledged with Govt. department)	64,825	64,825	-	-
Amount disclosed under 'Non Current Assets' Refer (Note 5)	(64,825)	(64,825)	-	-
	<u>-</u>	<u>-</u>	<u>3,26,293</u>	<u>4,73,548</u>



GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

	Rupees	
	2018-2019	2017-2018
NOTE 8: OTHER INCOME		
Interest Income-		
Sundry Balances W/back	8,103	-
Interest from Bank	5,816	5,842
	13,919	5,842
Other receipts	-	-
Provision for Doubtful Debts written back	25,000	20,000
	38,919	25,842
NOTE 9: OTHER EXPENSES		
Legal & Professional Charges	20,000	34,004
Bank charges	-	-
Auditors' Remuneration:		
As Auditors	16,200	31,752
For Tax Audit	-	-
For Taxation matter	27,000	15,876
For Other matters	-	18,009
Miscellaneous Expenses	4,292	1,279
	67,492	1,00,920



GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

NOTE 10: OTHER ADDITIONAL/ EXPLANATORY NOTES / INFORMATION

A Claims against the Company not acknowledged as Debts: Nil

	Amount in Rupees	
	2018-2019	2017-2018
Disputed matters in appeal with Commissioner (VAT) /Contested in respect of Sales Tax	12,41,393	12,41,393

B Discontinuing Operations

The Board of Directors of the company in the meeting of dated 13th September 2013 had decided to discontinue its manufacturing operations relating to Lubrication preparations and Oils with effect from 1st of October 2013 and to realize the assets and pay off its liabilities in due course. In the opinion of the company the assets and liabilities will have a value on realization in the ordinary course of business that is at equal to the amounts at which they are stated in the Balance Sheet. All the fixed assets were disposed off in 2013-14.

In accordance with AS 24 "Discontinuing Operations", the amount of revenue, expenses, assets, liabilities and cash flows in respect of ordinary activities attributable to discontinuing operations of Lubricant preparations and Oils business are as follows:-

Particulars	As at (Rupees)	
	March 31, 2019	March 31, 2018
Total Assets	4,09,980	5,51,420
Total Liabilities	3,01,011	4,13,878
Total Revenue	38,919	25,842
Total Expenses	67,492	1,00,920
Profit/ (Loss) before tax	(28,573)	(75,078)
Profit/ (Loss) after tax	(28,573)	(75,078)
Net Increase/(Decrease) in Cash flows from Operating Activities, Investing Activities & Financing Activities	(1,47,255)	13,692

C Micro, Small and Medium Enterprises, as defined in the MICRO SMALL, MEDIUM ENTERPRISES DEVELOPMENT ACT' 2006 to whom the company owes dues on account of principal is Rs. 38,880/- (PY : Rs.51,438/-) are detailed in Note 4 Other Current Liabilities. The above information has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the Auditors.

D Earnings Per Share:

	2018-2019	2017-2018
Profit/(Loss) after taxation (Rs.)	(28,573)	(75,078)
Number of Equity Shares (Face Value Rs. 10/-)	25,86,800	25,86,800
Earning Per Share in Rupees - Basic (Rs.)	(0.01)	(0.03)
Earning Per Share in Rupees - Diluted (Rs.)	(0.01)	(0.03)



GROWEL SIDASA INDUSTRIES PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

NOTE 10: OTHER ADDITIONAL/ EXPLANATORY NOTES / INFORMATION

- E In the opinion of the Board the Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business.
- F Deferred Tax Asset on account of carry forward Unabsorbed Business Losses has not been recognized on grounds of prudence and in the absence of virtual certainty of its realization.
- G Related Party Disclosures:
- a)
- Parties which significantly influence/ are influenced by the company (either individually or with others):
- Key Managerial Personnel and their enterprises where significant influence exists
- | | |
|------------------------|-------------------|
| Mr. Niraj Kumar U More | Director |
| Mr. Rohitkumar More | Director |
| Ridhi Sidhi Limited | Enterprise of KMP |
- Associates
- Grauer & Weil (India) Ltd.
Sida S.A. Spain
- b) There were no transactions with related parties during the year
- H Previous Year's Figures are in brackets and have been regrouped wherever necessary.

For M. M. NISSIM & CO.
Chartered Accountants

For and on behalf of the Board of Directors



N KASHINATH
Partner

Mumbai, Dated: June 28, 2019




NIRAJKUMAR MORE
Director

Mumbai, Dated: June 28, 2019


ROHITKUMAR MORE
Director