

INDEPENDENT AUDITOR'S REPORTTO THE MEMBERS OF **EMAMI INFRASTRUCTURE LIMITED****Report on the Financial Statements**

We have audited the accompanying Standalone financial statements of **Emami Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; 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 hereunder.

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 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 the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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



S. K. AGRAWAL & CO.

Chartered Accountants

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THE CHAMBERS, OPP. GITANJALI STADIUM

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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, 2015, and its losses and the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as 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 financial statements disclose the impact of pending litigations on the financial position of the Company- Refer Note 19(b) to the financial statements.
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts.
 - iii. There is no such sum which is required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Kolkata

Date: 25th May, 2015



For S. K. AGRAWAL & COMPANY

Chartered Accountants

Registration No- 306033E

Radhakrishan Tondon

Partner

Membership No: 060534

Annexure to the Independent Auditors' Report

- (i) The Company does not have any fixed assets and accordingly this clause of the order is not applicable to the company.
- (ii) The Company does not any inventory and accordingly this clause of the order is not applicable to the company.
- (iii) In our opinion and according to the information and explanations given to us, 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.
- (iv) There are no transactions of the purchase of inventories and fixed assets and sale of goods and services during the year. Accordingly, provisions of the order are not applicable to the company.
- (v) The Company has not accepted any deposits as defined under section 73 of Companies Act, 2013.
- (vi) As explained to us, the company is not required to maintain cost records prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) a. The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Income Tax, Service Tax, Cess and other Statutory dues with the appropriate authorities during the year. According to the information and explanation given to us, there were no undisputed amount payable in respect of these statutory dues which have remained outstanding as at 31st March, 2015 for a period of more than six months from the date they become payable.

b. According to the information and explanations given to us, there are no material dues in respect of Sales Tax, Income Tax, Custom Duty, Service Tax, and Cess except the following:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited(in lacs)	Financial Year to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	47.29	2009-10	I.T.A.T(Kolkata)

- c. According to the information and explanations given to us, there was no amount required to be transferred to the investor and protection fund in accordance with the relevant provisions of the Companies Act 1956 and rules thereunder.
- (viii) The Company does not have accumulated losses exceeding fifty percent of its net worth at the end of the financial year. The company has incurred cash losses during the current year as well as in the immediately preceding financial year.
- (ix) The Company has not raised Loan from Financial Institution or Banks or by issue of Debentures and accordingly this clause of the order is not applicable to the company.



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- (x) According to the information and explanation given to us, the Company has given corporate guarantee for loan taken by its subsidiary company amounting to Rs 450 crore from the bank. As explained, the terms and conditions are not prejudicial to the interests of the Company.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, no term loans has been availed by the Company.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

Place: Kolkata

Date: 25th May, 2015



For S.K. AGRAWAL & COMPANY

Chartered Accountants

Registration No. - 306033E

Radhakrishnan Tondon

Partner

Membership No: 060534