

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, 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 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 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 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;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of 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 paragraph 3 & 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 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 appears from our examination of those books.



c) The Balance Sheet, the Statement of Profit and Loss, and 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 written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

f) In our opinion, the company has adequate internal financial control system in place and such controls are operating effectively.

For and on behalf of
Jindal & Company
Chartered Accountants



Mm Reg. No. 000844N

CA Akhil Jindal

PARTNER

M. No. 090515

Place: New Delhi

Dated: April 30, 2015

Annexure to the Independent Auditor's Report

The Annexure referred to in our Independent Auditor's Report to the members of Rajputana Infrastructure Corporate Limited for the year ended 31st March 2015. We report that:

- 1 The Company does not have any fixed assets, hence sub clause (a) & (b) of the paragraph 3 (i) of the Order, 2015 are not applicable to the company.
- 2 As explained to us, the company does not have inventory, sub clause (a), (b) & (c) of the paragraph 3 (ii) of the Order, 2015 are not applicable to the company.
- 3 The Company has granted advance to a party (Association of Persons) covered in the register maintained under section 189 of the Companies Act, 2013 of Rs.23,25,00,000 and the rate of interest and other terms & conditions of such loans are prima facie not prejudicial to the interest of Company.
- 4 According to the information and explanation given to us, there are no purchases of Inventory and Fixed Assets & for the sale of Goods & Services; hence the question of adequacy of internal control procedures commensurate with the size of the company and nature of its business does not arise.
- 5 According to the information and explanation given to us, the company has not accepted any deposits under the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- 6 The Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 for any of the services rendered by the Company.
- 7 (a) As informed to us, during the year under audit the provisions of the Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of customs, Duty of excise, Value added tax, Cess and any other statutory dues are not applicable to the company.

(b) In our opinion and according to the information and explanation given to us there was no outstanding due 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 on account of any dispute.

(c) As informed to us, there is no amount required to be transferred to investor Education & Protection fund in accordance with the relevant provisions of the Companies Act 1956 (1 of 1956) and rules made there under.
- 8 The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year



- 9 As the company has not taken any loan from financial institutions, banks or debenture holders ,
clause (ix) of paragraph 4 of the order is not applicable .
- 10 As per the information and explanations furnished to us, the company has not given any guarantee
for loans taken by others from Bank or Financial Institutions.
- 11 The company did not have any term loans outstanding during the year.
- 12 According to the information and explanation given to us, no material fraud on or by the company
has been noticed or reported during the course of our audit.

For and on behalf of
Jindal & Company
Chartered Accountants



Firm Reg. No. 000844N
CA Akhil Jindal
PARTNER
M. No. 090515

Place: New Delhi

Dated: April 30, 2015

Report of the Auditors of the **RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED** to M/s R.C. Agarwal & Co., auditors of Kashyap Metal and Allied Industries Limited.

We have examined the attached Balance sheet of **RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED** as at **31st March 2015** and also the Profit & Loss Account and the Cash Flow Statement of the Company for the year then ended and other reconciliation and information [all collectively referred to as the fit for Consolidation (FFC) Account]. These FFC Accounts are the responsibility of the Company's management. Our responsibility is to express an opinion on these FFC Accounts based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the FFC account is free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the FFC Accounts presentation. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provided a reasonable basis of our opinion.

These FFC Accounts have been prepared solely to enable GPI to prepare its consolidated Financial statement in accordance with the requirements of Accounting Standard – 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India and not to report on RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED as a separate entity. Accordingly, these FFC Accounts are not intended to present a true and fair view of the Balance Sheet of RAJPUTANA INFRASTRUCTURE CORPORATE LIMITED as at 31st March, 2015 and of the result of operations and cash flows for the year then ended in accordance with generally accepted accounting principles in India.

However, in our opinion, these FFC Accounts have been prepared, in all material respects in conformity with accounting principles of GPI and the instructions received from the Vice President-Finance and are suitable for inclusion in the Consolidated Financial Statements of GPI to be prepared in accordance with the requirements of Accounting Standard – 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.

We further state that there is no (other) matter in our judgement, needs to be reported to you.

This report is intended solely for the use of R. C. Agarwal & Company in connection with the audit of the Consolidated Financial Statements of Kasyap Metal and Allied Industries Limited and should not be used for any other purpose.

Place: New Delhi

Date: April 30,2015

For and on behalf of
Jindal & Company
Chartered Accountants

Dr. Akhil Jindal
Partner
M.No. 90515
FRN No. 00844N

Rajputana Infrastructure Corporate Limited

Balance Sheet as at 31st March 2015

				(Figure in Rs.)
	Note No.		As at 31-03-2015	As at 31-03-2014
EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	2	5,00,000		5,00,000
Reserves and surplus	3	<u>3,40,892</u>	8,40,892	<u>3,35,918</u>
				8,35,918
Non-current liabilities				
Long-term borrowings	4		23,20,00,000	23,20,00,000
Current liabilities				
Other current liabilities	5		8,989	7,992
TOTAL			<u><u>23,28,49,881</u></u>	<u><u>23,28,43,910</u></u>
ASSETS				
Non-current assets				
Long-term loans and advances	6		23,25,00,000	23,25,00,000
Current assets				
Cash and cash equivalents	7	3,47,433		3,43,018
Short-term loans and advances	8	72		263
Other current assets	9	<u>2,376</u>	3,49,881	<u>629</u>
				3,43,910
TOTAL			<u><u>23,28,49,881</u></u>	<u><u>23,28,43,910</u></u>

Accompanying notes 1 to 18 form part of the financial statements


As per our Report of even date
For JINDAL & CO.
Chartered Accountants



Akhil Jindal
Partner
Membership No.90515
ERN NO. : 000844N

Place : New Delhi
Dated : 30-04-2015

For and on behalf of the Board of Directors


R. Ramamurthy
Director
DIN 00030463
10


Sanjay Kumar Gupta
Director
DIN 00027728

Rajputana Infrastructure Corporate Limited
Statement of Profit and loss for the year ended 31st March 2015

(Figure in Rs.)

Particulars	Note No.	Year ended 31-03-2015	Year ended 31-03-2014
INCOME			
Other income	10	27,549	25,001
Total Revenue		<u>27,549</u>	<u>25,001</u>
EXPENSES			
Other expenses	11	20,350	12,766
Total Expenses		<u>20,350</u>	<u>12,766</u>
Profit before tax		<u>7,199</u>	<u>12,235</u>
Tax expense			
Current tax		2,225	3,781
Profit for the period		<u>4,974</u>	<u>8,454</u>
Earnings per equity share:			
(1) Basic		0.10	0.17
(2) Diluted		0.10	0.17

Accompanying notes 1 to 18 form
part of the financial statements



As per our Report of even date

For JINDAL & CO.
Chartered Accountants



Akhil Jindal
Partner
Membership No.90515
FRN NO. : 000844N

For and on behalf of the Board of Directors


R. Ramamurthy
Director
DIN 00030463



Sanjay Kumar Gupta
Director
DIN 00027728

Place : New Delhi
Dated : 30-04-2015

Rajputana Infrastructure corporate Limited
Cash Flow Statement for the year ended March 31, 2015

(Figure in Rs.)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
A. Cash flow from operating activities		
Net profit before taxation, and extraordinary items	7,199	12,235
Adjustments for:		
Dividend/Interest and other income	(27,549)	(25,001)
Operating profit before working capital changes	(20,350)	(12,766)
Movements in working capital:		
Decrease / (Increase) other current assets	-	-
Increase / (Decrease) in current liabilities	997	1,250
Cash generated from operations	(19,353)	(11,516)
Direct Tax Paid	(3,972)	(3,890)
Net cash flow from operating activities	(23,325)	(15,406)
B. Cash flows from investing activities		
Interest / Dividend received	27,740	24,978
Net cash flow from investing activities	27,740	24,978
C. Cash Flows from financing activities		
Net cash flow from financing activities	-	-
Net increase / (decrease) in cash and cash equivalents (A + B + C)	4,415	9,572
Cash and cash equivalents at the beginning of the year	3,43,018	3,33,446
Cash and cash equivalents at the end of the year	3,47,433	3,43,018
Components of cash and cash equivalents:		
Cash and cheques on hand	3,542	3,542
With banks - in current account	3,43,891	3,39,476
	3,47,433	3,43,018

As per our Report of even date attached

For JINDAL & CO.
Chartered Accountants

DELHI

Akhil Jindal
Partner

Membership No.90515
FRN NO. : 000844N

Place : New Delhi
Dated : 30-04-2015

For and on behalf of the Board of Directors

R. Ramamurthy
Director
DIN 00030463

Sanjay Kumar Gupta
Director
DIN 00027728

1. Significant Accounting Policies

- (i) The financial statements are prepared under the historical cost convention in accordance with applicable accounting standards and relevant presentational requirements of the Companies Act, 2013.
- (ii) All Income and Expenses are accounted on mercantile basis.
- (iii) Provision for Income-tax is based on assessable profits computed in accordance with provisions of the Income-tax Act, 1961.
- (iv) Deffered tax is recognized, subject to the consideration of prudence, on timing difference, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.



Notes forming part of the financial statements for the year ended March 31, 2015

2. Share capital

(Figure in Rs.)

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Shares of Rs. 10/- each	10,00,000	1,00,00,000	10,00,000	1,00,00,000
Issued, Subscribed & Paid up Capital				
Equity Shares of Rs. 10/- each	50,000	5,00,000	50,000	5,00,000
Total	50,000	5,00,000	50,000	5,00,000

(i) Reconciliation of equity shares outstanding at the beginning and at the end of reporting period:

Particulars	Equity Shares	
	Number	Amount
Shares outstanding at the beginning of the year	50,000	5,00,000
Subscription money received	-	-
Shares outstanding at the end of the year	50,000	5,00,000

(ii) Disclosure pursuant to Note no. 6(A)(g) and 6(A)(f) of Part I of Schedule III to the Companies Act, 2013

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kashyap Metal and Allied Industries Ltd.*	50000	100.00	50000	100.00

*Holding Company



3. Reserves and surplus

(Figure in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
Profit and Loss Account		
Opening balance	3,35,918	3,27,464
(+) Net Profit for the year	4,974	8,454
Total	3,40,892	3,35,918

4. Long-term borrowings

(Figure in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
Advance received from Holding Company	23,20,00,000	23,20,00,000
Total	23,20,00,000	23,20,00,000

5. Other current liabilities

(Figure in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
Other payables:		
Audit Fees Payable	8,989	6,742
Expenses payable	-	1,250
Total	8,989	7,992



6. Long-term loans and advances

(Figure in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
Other loans and advances (Unsecured and considered good) Rajputana Developers Projects (AOP)	23,25,00,000	23,25,00,000
	23,25,00,000	23,25,00,000

7. Cash and cash equivalents

(Figure in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
Balances with banks	37,891	49,476
Fixed deposit with bank*	3,06,000	2,90,000
Cash on hand	3,542	3,542
	3,47,433	3,43,018

*Fixed deposit having a maturity of less than 12 months from the balance sheet date.

8. Short term loans and advances

(Figure in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
Unsecured and considered good Interest Receivable on Fixed Deposits	72	263
	72	263

9. Other current assets

(Figure in Rs.)

Particulars	As at 31 March 2015	As at 31 March 2014
Tax recoverable (net of provision for tax)	2,376	629
	2,376	629

10. Other income

(Figure in Rs.)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014
Interest on Fixed Deposit	27,549	25,001
Total	27,549	25,001

11. Other expenses

(Figure in Rs.)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014
Audit Fees	8,989	6,742
Bank charges	224	774
Filing fees	4,800	1,500
Professional Fees	6,337	3,750
Total	20,350	12,766



12. In the opinion of the Board, the Current Assets and Loan & Advances are approximately of the value stated, if realized, in the ordinary course of business. There are no contingent liabilities outstanding at the end of the year.
13. During the financial year 2007-08, the Holding Company, Kashyap Metal & Allied Industries Limited, at the request of the Company, granted an interest free loan of Rs.2320 lacs to the Company. This loan was taken from the Holding Company in order to meet funding requirement in respect of a proposed real estate venture to be undertaken and pursued jointly with Rajputana Fertilizers Limited (RFL) in whom valuable landed properties with significant potential for development and marketing profitably were vested in pursuance of certain orders passed by BIFR as well as Delhi High Court in respect of Modi Spinning & Weaving Mills Company Limited. Subsequently the Company formed an Association of Persons (AOP) with RFL in the name and style of 'Rajputana Developers Projects', so as to implement the said real estate venture. The Company has contributed Rs. 2325 lacs towards funding requirement of the said AOP and the same is recoverable as on the date of Balance Sheet. The AOP has nominal accumulated loss as on the date of Balance Sheet which is pending for distribution/allocation as per the records of said AOP. As per arrangement, AOP's profit/loss shall be shared in equal ratio between the Company and RFL.
14. Being a Single unit Company, segment reporting in accordance with Accounting Standard (AS-17) as issued by the Institute of Chartered Accountants of India, is not applicable.
15. Deferred tax assets pursuant to Accounting Standard (AS-22) on 'Accounting for Taxes on Income', has not been recognized in relation to carried forward losses from previous years in view of uncertainty of sufficient future taxable income.
16. Related party disclosure under Accounting Standard 18:

(A). Names of related parties and nature of related party relationships:

Holding Company

- Kashyap Metal and Allied Industries Limited

Ultimate Holding Company

- Godfrey Phillips India Limited

Associates of the Ultimate Holding Company

- Success Principle India Limited
- KKM Management Centre Private Limited
- IPM India Wholesale Trading Private Limited

Subsidiaries of the Ultimate Holding Company

- International Tobacco Company Limited
- Chase Investments Limited
- Kashyap Metal and Allied Industries Ltd.
- Rajputana Infrastructure Corporate Limited

(B) Key Management Personnel:

- Mr. Sanjay Kumar Gupta, Director
- Mr. R. Ramamurthy, Director
- Mr. S. Krishna, Director



(C) Enterprises over which key management personnel and their relatives are able to exercise significant influence: **None**

(D) Disclosure of transactions between the company and related parties and the status of outstanding balances as at the year ended:

Nature of transaction	2014-15	2013-14
	Rs.	Rs.
With associates	None	None
<u>Outstanding Balances</u>		
1. With immediate Holding Company Kashyap Metal & Allied Industries Limited: -Advance received – outstanding balance -Share Capital	232000000 500000	232000000 500000
2. With Association of Person (AOP) Rajputana Developers Projects (Refer Note No. 13 above): -Advance given – outstanding balance	232500000	232500000
With Key Management personal	None	None
With enterprises over which significant influences exists	None	None

17. Earning per equity share (basic / diluted) is arrived at based on Net Profit after taxation available to equity shareholders to the basic / weighted average number of equity shares

18. The previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors


R. Ramamurthy
Director
DIN 00030463
PR


Sanjay Kumar Gupta
Director
DIN 00027728

Place : New Delhi

Dated : 30-04-2015