BSR&Co.LLP

Charrered Accountants

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Independent Auditors' Report

To the Members of Konfiaance Jewellery Private Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Konfiaance Jewellery Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, and the Cash Flow Statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in sub-section 5 of Section 134 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, 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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone 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 subsection 10 of Section 143 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.



Independent Auditors' Report (Continued)

Konfiaance Jewellery Private Limited

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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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 31 March 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by sub-section 3 of Section 143 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, 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 standalone 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 31 March 2015 taken on record by the Board of Directors, none of the Directors are disqualified as on 31 March 2015 from being appointed as a Director in terms of sub-section 2 of Section 164 of the Act.



Independent Auditors' Report (Continued) Konfiaance Jewellery Private Limited

- (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:
 - 1. The Company does not have any pending litigations which would impact its financial position;
 - 2. The Company did not have any long-term contracts including derivative contracts, requiring provisions under any act or accounting standard for any material foreseeable losses; and
 - There were no amounts outstanding as on balance sheet date which were required to be transferred to the Investor Education and Protection Fund by the Company.

For BSR & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Vijay Mathur

Partner

Membership No: 046476

Annexure to the Independent Auditors' Report - 31 March 2015

(Referred to in our report of even date)

- (i) The Company does not have any fixed assets. Accordingly, paragraph 3(i) of the Order is not applicable.
- (ii) The Company does not have any inventories during the year. Accordingly, paragraph 3(ii) of the Order is not applicable.
- (iii) 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 Act.
- (iv) The Company does not have purchase of inventories and fixed assets and sale of goods or rendering of services. Accordingly, paragraph 3(iv) of the Oder is not applicable.
- (v) The Company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act, for any of the products manufactured/services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues of Income tax have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Provident Fund, Employees' State Insurance, Service tax, Wealth tax, Sales tax, Custom duty, Excise duty and Cess.
 - According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax were in arrears as at 31 March 2015 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 dues of Income tax which have not been deposited with the appropriate authorities on account of any dispute.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no amounts which are required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) In our opinion and according to the information and explanations given to us, the accumulated losses of the Company are not more than fifty percent of the net worth of the Company. The Company has incurred cash losses during the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to any banks, financial institution or debentureholders during the year.



Annexure to the Independent Auditors' Report - 31 March 2015 (Continued)

- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no instances of material fraud on or by the Company has been noticed or reported during the course of our audit.

For BSR & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

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Vijay Mathur

Partner

Membership No: 046476

Balance sheet

as at 31 March 2015

(Indian Rupees)

	Notes	31 March 2015	31 March 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	1,000,000	1,000,000
Reserves and surplus	4	8,815,630	8,904,681
		9,815,630	9,904,681
Current liabilities			
Other current liabilities	5	84,553	89,116
		84,553	89,116
TOTAL		9,900,183	9,993,797
ASSETS			
Non-current assets			
Long-term loans and advances	6	5,533	5,533
		5,533	5,533
Current assets			
Cash and bank balances	7	9,894,650	9,988,264
		9,894,650	9,988,264
TOTAL		9,900,183	9,993,797
Significant accounting policies	2		
Notes to the financial statements	10		
The notes referred to above form an integral part of the financial s			
The notes referred to above form an integral part of the financial s	tatements		

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Vijay Mathur

Partner

Membership No: 046476

Mumbai 2 May 2015 Konfiaance Jewellery Private Limited

For and on behalf of the Board of Directors of

Shrikant Zaveri Director

Director

Statement of profit and loss

for the year ended 31 March 2015

(Indian Rupees)

	. No	otes 31 March 2015	31 March 2014
INCOME			
Other income	. 8	3	49,538
Total revenue			49,538
EXPENSES			
Other expenses	S	89,051	138,850
Total expenses		89,051	138,850
(Loss) before tax		(89,051)	(89,312)
Tax expense		-	*
(Loss) for the year		(89,051)	(89,312)
Earnings per equity share (Nominal value of share ₹ 10 (31 March 14: ₹ 10))	_10		
Basic and diluted		(0.89)	(0.89)
Significant accounting policies Notes to the financial statements	2		
The notes referred to above form an integral part of the financial stateme			

As per our report of even date attached

For BSR & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Konfiaance Jewellery Private Limited

Vijay Mathur

Partner

Membership No: 046476

Mumbai

2 May 2015

Shrikant Zaveri

Director

Binaisha Zaveri Director

Mumbai

2 May 2015

Cash flow statement

for the year ended 31 March 2015

(Indian Rupees)

		9		31 March 2015	31 March 2014
(A)	CASH FLOW FROM OPERATING ACTIVITIES				
	Net (loss) before tax			(89,051)	(89,312
	Adjustments for:				
	Interest income on loans given to related parties			180	(49,538
	Operating cash flow before working capital changes			(89,051)	(138,850
	Movements in working capital	590			
	Decrease/(Increase) in loans and advances			(4)	4,907,769
	(Decrease)/Increase in current liabilities			(4,563)	(269,055
	Cash generated from/ (used in) operations		-	(93,614)	4,499,864
	Income taxes paid			-	(4,954
	Net Cash generated from/ (used in) operating activities		(A)	(93,614)	4,494,910
B)	CASH FLOW FROM INVESTING ACTIVITIES				
	Interest income on loans given to related parties				49,538
	Net Cash generated from/ (used in) investing activities		(B)	-	49,538
(C)	CASH FLOW FROM FINANCING ACTIVITIES				5
	Net Cash generated from financing activities		(C)		-
	Net increase / (decrease) in cash and cash equivalents		(A+B+C)	(93,614)	4,544,448
	Cash and cash equivalents at beginning of year (refer note	below)		9,988,264	5,443,816
	Cash and cash equivalents at end of year (refer note below)		, -	9,894,650	9,988,264
Note	es to cash flow statement				
	Components of cash and cash equivalents				
	Cash on hand			9,527	2,290
	Balances with banks				
	- on current accounts			9,885,123	9,985,974
			-	9,894,650	9,988,264

The notes referred to above form an integral part of the financial statements As per our report of even date attached

For BSR & Co. LLP

Chartered Accountants

Statements".

Firm's Registration No: 101248W/W-100022

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Vijay Mathur

Partner

Membership No: 046476

Mumbai

1 May 2015

For and on behalf of the Board of Directors of Konfiaance Jewellery Private Limited

Shrikant Zaveri

Director

Binaisha Zaveri

Director

Notes to the financial statements

for the year ended 31 March 2015

(Indian Rupees)

1 Background Information

Konfiaance Jewellery Private Limited ('the Company') was incorporated on 11 September 2009 as a Private Limited Company, to carry on business of designing, manufacturing, buying, selling, importing, exporting, dealing in wholesale or retail, cutting and polishing precious and semi-precious stones, gems, gold, silver, platinum, diamond, colour stones, gems and jewellery and jadau jewellery. The company is a wholly owned subsidiary of Tribhovandas Bhimji Zaveri Limited.

2 Significant Accounting Policies

2.1 Basis of Preparation of financial statements

These financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Act and other accounting principles generally accepted in India, to the extent applicable.

2.2 Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Management believes the assumptions used in the estimates are prudent and reasonable. Any revision to accounting estimates is recognized prospectively in the current and future periods.

2.3 Current -non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfy any of the following criteria:

- a. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is expected to be realised within 12 months after reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current

Liabilities

A liability is classified as current when it is satisfy any of the following criteria:

- a. it is expected to be settled in the company's normal operating cycle
- b. it is held primarily for the purpose of being traded
- c. it is due to be settled within 12 months after the reporting date; or
- d. the company does not have as unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instrument do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current

Operating Cycle:

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.4 Revenue recognition:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.





Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Indian Rupees)

2 Significant Accounting Policies (Continued)

2.5 Earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.6 Income taxes

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). Income-tax expense is recognised in the statement of profit and loss except that tax expense related to items recognised directly in reserves is also recognised in those reserves.

Current tax is measured the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws. Deferred tax is recognised in respect of timing differences between taxable income and accounting income i.e. differences that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

2.7 Provision and contingent liabilities

The Company creates 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 obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value. These are reviewed at each year end date and adjusted to reflect the best current estimate.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may or may not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Notes to the financial statements (Continued)

as at 31 March 2015

(Indian Rupees)

31 March 2015

31 March 2014

Share capital

tho	

500,000 (31 March 2014: 500,000) equity shares of ₹ 10 each

5,000,000

5,000,000

5,000,000

5,000,000

Issued, subscribed and paid-up

100,000 (31 March 2014: 100,000) equity shares of ₹10 each fully paid-up

1,000,000

1,000,000

1,000,000

1,000,000

Note:

Reconciliation of the shares outstanding at the beginning and at the end of the year

	31 March 201	5	31 March 2014	4
Equity shares	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	100,000	1,000,000	100,000	1,000,000
At the end of the year	100,000	1,000,000	100,000	1,000,000

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

	31 March 2015		31 March 2014	
	% holding in class	No. of Shares	% holding in class	No. of Shares
Equity shares of Rs. 10 each fully paid-up				
Tribhovandas Bhimji Zaveri Limited and nominee	100.00%	100,000	100.00%	100,000

Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Each holder of equity shares is entitled to one vote per share. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Shares held by holding/ultimate holding company and/or their subsidiaries/associates

	31 March 201	5	31 March 201	4
	No. of shares	Amount	No. of shares	Amount
Equity shares of Rs. 10 each fully-paid up held by				
Holding Company- Tribhovandas Bhimji Zaveri Limited and	100,000	1,000,000	100,000	10,000,000
nominee		50		
-	100,000	1,000,000	100,000	10,000,000

31 March 2015

31 March 2014

Reserves and surplus

Securities premium account

At the commencement of the year

9,018,000 9,018,000 9,018,000 9,018,000

(Deficit) in statement of profit and loss

At the commencement of the year

(113,319)

(24,007)

(Loss) for the year

(89,051)(202,370)

8,815,630

(89,312)(113,319)

Total reserves and surplus

8,904,681

Notes to the financial statements (Continued)

as at 31 March 2015

(Indian Rupees)

(Ind	an Rupees)			
			31 March 2015	31 March 2014
5	Other current liabilities			
	Other payables			
	- Statutory liabilities		5,150	3,104
	- Provision for expenses		79,403	86,012
	Ni Ni	-	84,553	89,116
6	Long-term loans and advances			
	(Unsecured, considered good)			
	Other loans and advances			
	- Advance tax (net of provision for tax Rs Nil		5,533	5,533
	(31 March 2014: Rs Nil)			
		-	5,533	5,533
7	Cash and bank balances			
	Cash and cash equivalents			
	Cash on hand		9,527	2,290
	Balances with banks			
	- on current accounts		9,885,123	9,985,974
		-	9,894,650	9,988,264





Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Indian Rupees)

31	March 20	115	31 N	March	2014

0	Other	income
	OHIDER	· income

Interest income on loans given to related parties

49,538

49,538

0	OIL		
9	Otner	expens	es

Rates and taxes	
Legal and professional fees	
Payment to auditors:	
- Statutory audit	
- Out of pocket expenses	
Printing and stationery	
Repairs and maintenance	
Bank charges	
Miscellaneous expenses	

115	105
618	661
-	51,135
360	970
4,216	2,107
56,180	56,180
24,494	25,036
3,068	2,656
3.068	2.6





Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Indian Rupees)

10 Notes to accounts

10.1 Capital commitments

Contracts remaining to be executed on capital account and not provided as at 31 March 2015 is ₹ Nil (31 March 2014: ₹ Nil) (net of advances).

10.2 Information on related party transactions as required by the Accounting Standard (AS) - 18 for the year ended 31 March 2015

I. Name of related parties

Holding Company

1 Tribhovandas Bhimji Zaveri Limited

Key Managerial Personnel

- 1 Shrikant G Zaveri, Director
- 2 Binaisha Zaveri, Director

Fellow subsidiaries

1 Tribhovandas Bhimji Zaveri (Bombay) Limited

II. Details of related party transactions during the year ended 31 March 2015

Nature of Transactions	Holding Company	Key Managerial Personnel	Fellow subsidiaries
Reimbursement of expenses	E 96		-
	(21, 446)	*	/ E
Interest received			
	(49,538)	*	
Amount repaid during the year			
	(277,836)		623
Loan given (interest bearing)			
	(8,218,729)		-
Loan recovered (interest bearing)			-
	(8,263,313)		

^{*} Amounts pertaining to year ended 31 March 2014 are in bracket.

10.3 Earnings per share (EPS)

Particulars	31 March 2015	31 March 2014
	Rs.	Rs.
(Loss) after tax	(89,051)	(89,312)
Weighted average number of equity shares	100,000	100,000
Basic and diluted (loss) per share (face value Rs 10 per share)	(0.89)	(0.89)

10.4 Other information with regards other matters specified in Schedule III of the Companies Act, 2013 is either nil or not applicable to the Company for the year ended 31 March 2015.



Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Indian Rupees)

10 Notes to accounts (Continued)

10.5 Dues to Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to dues to Micro, Small and Medium Enterprises.

On the basis of the information and records available with management, during the year there is no transaction with Micro, Small and Medium enterprises, who have registered with the competent authorities.

Particualrs	31 March 2015	31 March 2014
Principal amount and interest due thereon remaining unpaid to any supplier as at the year end		
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year		55*1
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED		
Amount of interest accrued and remaining unpaid at the end of the accounting year		

10.6 Previous year figures

The figures of the previous year have been regrouped/ recast, where necessary, to conform to the current year classification.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of Konfiaance Jewellery Private Limited

Director

Vijay Mathur

Partner

Membership No: 046476

Mumbai

2 May 2015

Shrikant Zaveri

Director