**Independent Auditor's Report**

**To,**

**The Members of the…………………… PRIVATE LIMITED**

**Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of the ………………. Private Limited, which comprise the Balance Sheet as at 31st March 2014, and the consolidated Statement of Profit and Loss and consolidated 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**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether consolidated 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 control relevant to the entity’s preparation and fair presentation of the financial statements 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 entity’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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 consolidated Balance Sheet, of the state of affairs of the Company as at 31st March 2014

(b) In the case of the consolidated Profit and Loss Account, of the profit/ loss for the year ended on that date; and

(c) In the case of the consolidated Cash Flow statement , of the cash flows for the year ended on that date; and

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act 1956, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the Order .

2. As required by section 227(3) of the Act, we report that:

a. we have 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 ;

bb. the report on the accounts of the branch offices audited under section 228 by a person other than the company’s auditor has been forwarded to us as required by clause © of sub-section (3) of section 228 and have been dealt with in preparing our report in the manner considered necessary by us;

c. the Balance Sheet and 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 Balance Sheet and Statement of Profit & Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2003 dated 13th September 2013 of the ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

e. on the basis of written representations received from the directors as on 31st March xxxx, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

 For P.K.Narula & Co.

 Chartered Accountants

 Firm’s Reg.no. 016470N

 Pramod Kumar Narula

Place: Noida (Partner)

Date: M No. 085727