

M. S. Jagannathan & Viswanathan

CHARTERED ACCOUNTANTS

Independent Auditor's Report

To the Members of Manoj Yarn Processors Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Manoj Yarn Processors Limited** ('the Company'), which comprise the Balance sheet as at 31st March 2016, the Statement of profit and loss and 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 Standalone 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 and presentation 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.

Auditor's 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 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.



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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. 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 2016 and its loss and its 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, 2016 ("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", a statement on the matters specified in the paragraph 3 and 4 of the order.
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 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 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) 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



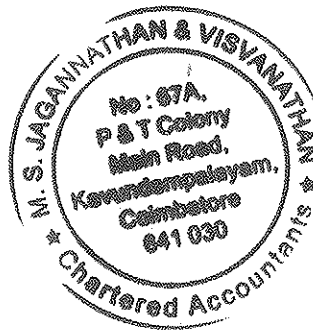
the best of our information and according to the explanations given to us:

- (i) In our opinion and as per the information and explanations provided to us, the Company has no pending litigations and hence disclosure in the financial statements does not arise;
- (ii) In our opinion and as per the information and explanations provided to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
- (iii) There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M.S.Jagannathan & Visvanathan
Chartered Accountants
ICAI FRN 001209S

N. Rajesh
N.Rajesh
Partner
M.No.212417

Place: Mumbai
Date : 06/05/2016



Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of Manoj Yarn Processors Limited on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner which in our opinion, is reasonable, having regard to the size of the Company and the nature of its assets and no material discrepancies were noted on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company does not have any Inventories and hence, paragraph 3(ii) of the Order is not applicable.
- (iii) As informed to us, during the year 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.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the businesses 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 including provident fund, employees state insurance, income-tax, sales tax, value added tax, excise, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 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 which have not been deposited on account of dispute and the same being contested by the Company.
- (viii) The Company has not borrowed any loan from Banks or financial institutions and hence default in repayment of dues does not arise.

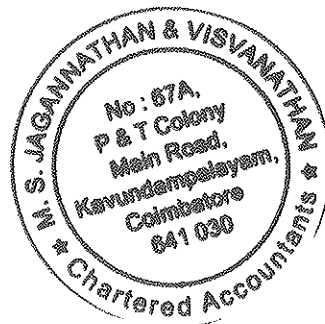


- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) The Company has not paid/provided for managerial remuneration and hence paragraph 3(xi) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For M.S.Jagannathan & Visvanathan
Chartered Accountants
ICAI FRN 001209S

N. Rajesh
N. Rajesh
Partner
M.No.212417

Place: Mumbai
Date : 06/05/2016



Annexure - B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Manoj Yarn Processors Limited** ("the Company") as on 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

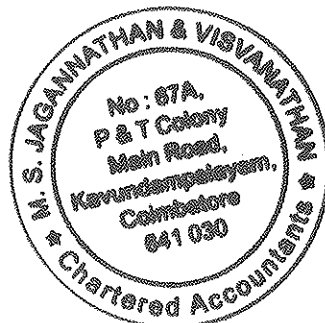
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as on 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M.S.Jagannathan & Viswanathan
Chartered Accountants
ICAI FRN 001209S

N. Rajesh
N. Rajesh
Partner
M.No.212417

Place: Mumbai
Date : 06/05/2016



MANOJ YARN PROCESSORS LIMITED

BALANCE SHEET

Particulars	Note	As at	As at 31.03.2015
		31.03.2016	
		Rs. in lacs	Rs. in lacs
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds :			
(a) Share Capital	2	5,09,000	5,09,000
(b) Reserves and Surplus	3	(5,38,102)	(2,35,832)
		(29,102)	2,73,168
(2) Non-Current Liabilities :			
Long-term borrowings	4	8,56,525	15,43,730
		8,56,525	15,43,730
(3) Current Liabilities :			
Trade Payables	5	15,725	5,617
		15,725	5,617
Total		8,43,148	18,22,515
II. ASSETS			
(1) Non-current assets :			
(a) Fixed assets			
Tangible assets	6	4,18,441	14,13,030
(b) Non-current investments	7	4,00,000	4,00,000
(c) Long Term Loans and Advance	8	7,052	-
		8,25,493	18,13,030
(2) Current assets :			
Cash and cash equivalents	9	17,655	9,485
		17,655	9,485
Total		8,43,148	18,22,515
Significant Accounting Policies	I		
Additional Information to financial statements	II		

See accompanying Notes are an Integral part of the financial statements

As per our report of even date

M.S.Jagannathan & Visvanathan

Chartered Accountants

(FRN 001209S)

N. Rajesh

N. Rajesh
(M.No.212417) Partner

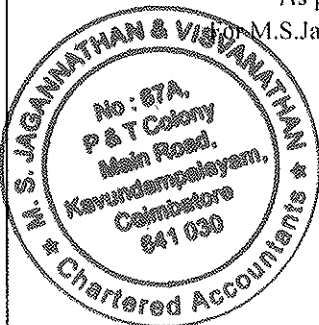
For and on behalf of the Board

Manoj Kumar Patodia

Manoj Kumar Patodia
Director

Beni Prasad Sharma

Beni Prasad Sharma
Director



Place : Mumbai
Date : 06.05.2016

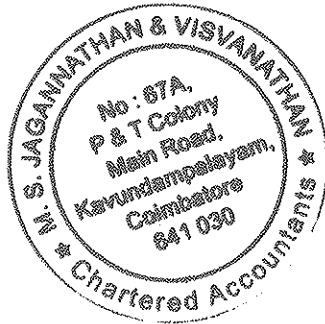
Place : Mumbai
Date : 06.05.2016

MANOJ YARN PROCESSORS LIMITED

STATEMENT OF PROFIT AND LOSS

Particulars	Note	2015-2016 (Rupees)	2014-2015 (Rupees)
Revenue:			
Revenue from operations		-	-
Total Revenue		-	-
Expenses:			
Other expenses	10	3,02,270	15,627
Total Expenses		3,02,270	15,627
Profit/(-) Loss before exceptional & extraordinary items and tax		(3,02,270)	(15,627)
Exceptional Items		-	-
Profit/(-) Loss before extraordinary items and tax		(3,02,270)	(15,627)
Extraordinary Items		-	-
Profit/(-) Loss before tax		(3,02,270)	(15,627)
Tax expense:			
Current tax		-	-
Profit/(Loss) for the year		(3,02,270)	(15,627)
Earning per equity share - (Nominal Value per share: Rs.10)		(5.94)	(0.31)
Significant Accounting Policies	1		
Additional information to financial statements	11		

See accompanying Notes are an Integral part of the financial statements



As per our report of even date
For M.S.Jagannathan & Visvanathan
Chartered Accountants
(FRN 001209S)

N. Rajesh
N.Rajesh
(M.No.212417) Partner

For and on behalf of the Board

Manoj Kumar Patodia
Manoj Kumar Patodia
Director

Beni Prasad Sharma
Beni Prasad Sharma
Director

Place : Mumbai
Date : 06.05.2016

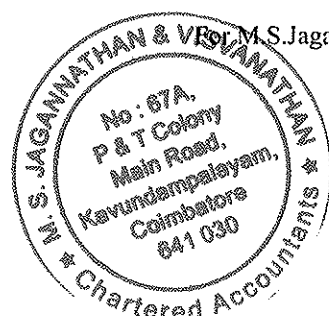
Place : Mumbai
Date : 06.05.2016

MANOJ YARN PROCESSORS LIMITED

CASH FLOW STATEMENT

	2015-16 (Rupees)	2014-15 (Rupees)
A Cash Flow from Operating Activities:		
Net Profit/(-)Loss before Tax and Extraordinary items	(3,02,270)	(15,627)
Operating Profit before working capital changes	(3,02,270)	(15,627)
Adjustment for:		
Decrease/(-) Increase in Loans and advances	(7,052)	-
Increase/(Decrease) in Trade Payables	10,108	-
Cash generated from operations	(2,99,214)	(15,627)
Direct Taxes Paid	-	-
Net cash from operating activities	(2,99,214)	(15,627)
B. Cash Flow from Investing Activities:		
Sale of Fixed Assets	9,94,589	-
Net cash used in Investing Activities	9,94,589	-
C Cash Flow from Financing Activities:		
Proceeds from Long Term Borrowings (Net)	(6,87,205)	0.16
Net Cash from Financing Activities	(6,87,205)	0.16
Net increase in Cash and Cash Equivalents (A+B+C)	8,170	(15,627)
Cash & Cash Equivalents as at 1st April - Opening Balance	0.09	0.09
Cash & Cash Equivalents as at 31st March - Closing Balance	17,655	0.09

As per our report of even date attached



M.S. Jagannathan & Visvanathan
Chartered Accountants
(FRN 001209S)

N. Rajesh
N. Rajesh
(M.No.212417) Partner

For and on behalf of the Board

Manoj Kumar Patodia
Manoj Kumar Patodia
Director

Beni Prasad Sharma
Beni Prasad Sharma
Director

Place : Mumbai
Date : 06.05.2016

Place : Mumbai
Date : 06.05.2016

MANOJ YARN PROCESSORS LIMITED

Notes forming part of financial statement

Particulars	31.03.2016	31.03.2015
	Rs. in lacs	Rs. in lacs
Note 2 - Share Capital :		
Authorized Share Capital : 2 50 000 Equity Shares of Rs.10 each	25,00,000	25,00,000
Issued, Subscribed and Paid up : 50 900 Equity Shares of Rs.10 each	5,09,000	5,09,000
	5,09,000	5,09,000

Note 2(a) : Share Capital movement

There was no issue of shares allotted as fully paid up pursuant to Contract(s) without payment being received in cash or buyback or bonus shares in the preceeding five years.

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

There is no change in the number of shares outstanding at the beginning and at the end of the year.

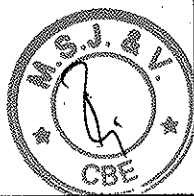
Note 2(b) : Details of Equity Shares held by Holding company :

Name of the Shareholder - Percentage of Holding	Number of shares held	Number of shares held
Prime Urban Development India Limited - 100%	50,900	50,900

Particulars	31.03.2016	31.03.2015
	Rs. in lacs	Rs. in lacs
Note 3 - Reserves & Surplus :		
Surplus /(-) Deficit in the Statement of Profit and Loss :		
Balance as per last financial statement	(2,35,832)	(2,20,205)
Profit /(-) Loss for the year	(3,02,270)	(15,627)
Balance Surplus/(-) Deficit at the year end	(5,38,102)	(2,35,832)

Particulars	31.03.2016	31.03.2015
Non - Current Liabilities :		
Note 4 - Long Term Borrowings :		
Interest free loan fom Holding Company * Repayable after three years	8,56,525	15,43,730
	8,56,525	15,43,730

Particulars	31.03.2016	31.03.2015
Current Liabilities :		
Note 5 - Trade Payables		
Advance from Customer	10,000	-
Others	5,725	5,617
	15,725	5,617



MANOJ YARN PROCESSORS LIMITED

Notes forming part of financial statement

Particulars	31.03.2016	31.03.2015
	Rs. in lacs	Rs. in lacs
Note 7 - Non - Current investments		
Investment in Equity Instruments :		
Investment in subsidiaries-Fully paid up		
PeeDee Yarn Processors Limited	4,00,000	4,00,000
40 000 Equity shares of Rs.10 each		
	4,00,000	4,00,000
Particulars	31.03.2016	31.03.2015
Note 8 - Long Term Loans and Advances :		
Advance Tax paid	7,052	-
	7,052	-
Particulars	31.03.2016	31.03.2015
Current Assets:		
Note 9 - Cash and Cash Equivalents :		
Balances with a Bank		
In Current account	17,655	9,485
	17,655	9,485

Particulars	31.03.2016	31.03.2015
Note 10 - Other Expenses :		
Filing fee	4,000	3,000
Bank charges	95	399
Auditors Remuneration	5,807	5,618
Professional charges	3,000	3,500
Loss on sale Land	2,89,368	-
Other expenses	-	3,110
Total	3,02,270	15,627



MANOJ YARN PROCESSORS LIMITED**Notes forming part of Financial Statement****Non-current Assets :****Note 6 - Fixed Assets :**

Rs. in lacs

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	As at 31.03.2015	Additions	Deductions	As at 31.03.2016	Upto 31.03.2015	For the year	Withdrawn	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
Tangible Assets - Own										
Land	14,13,030	-	9,94,589	4,18,441	-	-	-	-	4,18,441	14,13,030
Total	14,13,030	-	9,94,589	4,18,441	-	-	-	-	4,18,441	14,13,030
	(14.13)			(14.13)					(14.13)	(14.13)

Note : 1) The above land was purchased from the Holding Company - Prime Urban Development India Limited.
2) Figures in bracket represents previous year's figures.



Note 1 Significant Accounting Policies:

01. General:

- a. Financial statements are prepared on historical cost and on going concern basis.
- b. The mercantile system of accounting is followed and income and expenditure are recognised on accrual basis.

02. Revenue Recognition:

Dividend income accounted during the year of receipt.

03. Investment:

Investments are stated at cost less provision, if any, for permanent diminution in value of investments.

04. Fixed Assets:

Fixed Assets are stated at cost of acquisition or construction less depreciation. All costs relating to the acquisition and installation of fixed assets are capitalized and include borrowing costs directly attributable to construction or acquisition of fixed assets, up to the date the asset is put to use.

05. Taxation:

Current Tax:

Tax provision is estimated in accordance with the provision and rules of Income Act, 1961 applicable for the year and provided in the accounts on "Tax Payable Method".

Deferred Tax:

Provided on prudent basis on the timing difference reversing in one or more period and at the rates applicable substantially enacted after the balance sheet date.

06. Contingent Liability:

Contingent Liabilities are disclosed in the Notes to Accounts and are determined based on the perception of the Management on the eventuality of the liability, materiality and contingent thereto.



Note 11 Additional information to the financial Statements :

01. Contingent liabilities not provided for in respect of dues to statutory dues: Rs.Nil
(Previous year end Rs. Nil)

02. Auditor's Remuneration (Excluding service tax)

Particulars	2015-16 Rs. in lacs	2014-15 Rs. in lacs
Remuneration to Statutory Auditors:		
Audit Fees	0.05	0.05
Total	0.05	0.05

03. Based on the information available with the company regarding the status of suppliers, there were no amounts outstanding for a period exceeding 30 days to any Micro, Small and Medium enterprises on account of principal and/or interest as at the close of the year.

04. Earnings per share (EPS) of face value of Rs. 10 each is calculated as under:-

	2015-2016 Rs. in lacs	2014-2015 Rs. in lacs
Net Profit after tax as disclosed in Statement of Profit & Loss	(3.02)	(0.16)
Equity shares outstanding (in numbers)	50,900	50,900
Basic/Diluted earnings per share (Face value of Rs.10 per share)	(Rs.5.94)	(Rs.0.31)

05. Disclosure in respect of related parties pursuant to Accounting Standard – 18 (AS 18) :-
Holding Company - Prime Urban Development India Limited

Particulars	2015-16	2014-15
Amount Payable to Holding Company	8,56,525	15,43,730

06. In the opinion of the board, any of the assets other than Fixed Assets and Non-current Investments have the value on realisation in the ordinary course of business atleast to the amount at which they are stated.

07. The Company does not have any Deferred Tax Liability as on the current and previous year end.

08. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

