



**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
**Bituminex Cochin (P) Ltd,**  
**Ambalamugal, Ernakulam**

**Report on the Financial Statements**

We have audited the accompanying financial statements of BITUMINEX COCHIN (P) LTD, which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the statement of cash flow 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 stated in Section 134(5) of the Companies Act, 2013 with respect to 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 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 thereunder.

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.

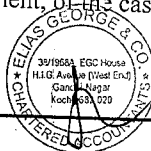
An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud 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. 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.

**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:

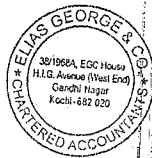
- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017 and;
- b) in the case of the Profit and Loss Account, of its profit for the year ended on that date and;
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



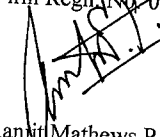
## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order 2016, issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Companies Act 2013, 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, Statement of Profit and Loss and the Statement of Cash Flow, dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet and Statements of Profit and Loss and Cash Flow 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 March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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.) The Company does not have any pending litigations which would impact its financial position.
    - ii.) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii.) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.
    - iv.) The Company did not have any holdings or dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016.

Kochi: 682020  
Date: 20-05-2017



For ELIAS GEORGE & CO,  
Chartered Accountants  
Firm Regn. No. 000801S

  
Ranjit Mathews P  
Partner  
Membership No. 205377

**ANNEXURE - A.**

Additional information in accordance with the order issued by the Central Government under Section 143(11) of the Companies Act, 2013 Referred to in the Independent auditor's report of even date.

- I. (a) The Company has maintained proper records to show full particulars, including quantitative details and situation of its fixed assets.  
  
(b) As explained to us, the fixed assets of the company have been physically verified by the management on an yearly basis which in our opinion is reasonable. During the year, as informed to us, no material discrepancies were noticed on such verification.  
  
(c) The title deeds of the immovable properties are held in the name of the Company.
- II. Physical verification of inventory has been conducted by the management at reasonable intervals. As explained to us, no material discrepancies were noticed on physical verification by the management.
- III. The Company hasn't granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained u/s 189 of the Companies Act, 2013. Therefore sub clauses (a), (b) & (c) of clause 3(iii) of order are not applicable.
- IV. The Company has not granted any loans or given any guarantee or provided any security in relation to any loans to the directors or any other person in whom directors are interested or made any investment and hence the clause relating to the compliance with the provisions of section 185 and 186 of the Companies Act, 2013 is not applicable.
- V. The company has not accepted deposits during the year and hence the clause relating to the compliance with the provisions of Sections 73 to 76 or other relevant provisions of the Companies Act, 2013 and the rules framed there under in relation to acceptance of deposits are not applicable.
- VI. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. However the company has maintained cost records under Section 148(1) of the Companies Act, 2013.
- VII. (a) As per the records of the company, the company is regular in depositing undisputed statutory dues including income tax, sales tax, customs duty, excise duty, service tax, VAT, Cess and other statutory dues applicable to it. As informed to us, Employees State Insurance and provident fund are not applicable to the Company.  
  
(b) As per the information and explanations given to us, no amount is remaining payable in respect of income tax, sales tax, customs duty and excise duty, service tax, VAT and cess on account of any disputes.
- VIII. Based on the information and explanations given to us, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks, Government or Debenture holders.
- IX. The Company has not raised money by public offer or by term loans or debt instruments and hence the clause relating to the application of such money is not applicable.



- X. Based upon the audit procedures performed and according to the information and explanations given by the management, we report that no fraud on or by the company by its officers or employees has been noticed or reported during the year.
- XI. No managerial remuneration has been paid or provided by the Company and hence the compliance with the provisions of section 197 or schedule V of the Companies Act, 2013 is not applicable.
- XII. The Company is not a Nidhi Company and hence the clause is not applicable.
- XIII. All transactions with related parties are in compliance with the provisions of section 177 and section 188 of the Companies Act, 2013 and the details are disclosed in the financial statements as per the applicable accounting standards.
- XIV. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence the clause is not applicable.
- XV. As per the information obtained from the Company, it has not entered into any non cash transaction with the directors of the Company or any persons connected with them.
- XVI. The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Cochin: 682 020,  
Date: 20-05-2017



For ELIAS GEORGE & CO.,  
Chartered Accountants.

FRN:0008618

RANJIN MATHEWS P.  
Partner  
(Memb. No. 205377)

## 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 Bituminex Cochin (P) Ltd ("the Company") as of 31 March 2017 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

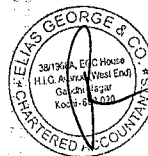
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on 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.

#### Meaning of Internal Financial Controls 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.

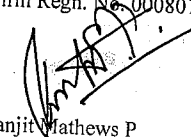
**Opinion**

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 at 31 March 2017, 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.

Kochi: 682020  
Date: 20-05-2017



For ELIAS GEORGE & CO,  
Chartered Accountants  
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Ranjit Mathews P  
Partner  
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